

29th

**Annual
Report
2021-2022**



BOARD OF DIRECTORS

Sl. NO	NAME	DESIGNATION	DIN	ADDRESS
1.	Gopal Ramcharndra Zanwar	Managing Director	09537969	B 602, Laburnam Park, Magarpatta City, Hadapsar Pune MH- 411028
2.	Kiran Shamsundar Zanwar	Additional Director	09653402	Magarpatta City A 902, Sylvania Hadapsar Pune MH - 411028
3.	Rajvirendra Singh Rajpurohit	Additional Director (Independent Director)	06770931	Flat No.2-B/205, 2nd Floor, Vanketashwar Nagar, Cabin Road, Bhayandar East Thane MH- 401105
4.	Sysha Suresh Kumar	Additional Director (Independent Women Director)	01670699	C603, Lunkad Valencia Opposite Joggers Park, Viman Nagar Pune City MH- 411014
5.	Jai Prakash Gupta *	Managing Director	00253529	B-3/65, Block No. B-3, SafdarjungEnclave, New Delhi-110029
6.	Neena Gupta *	Director	00253592	B-3/65, Block No. B-3, SafdarjungEnclave, New Delhi-110029
7.	Virender Goel *	Independent Director	07140835	A-75, Hilltop Appts., Freedom Fighter Enclave, IGNOU Road, New Delhi-110068
8.	Purnima Aggarwal *	Independent Director	09130985	A-2/27, First Floor, SafdarjungEnclave, New Delhi-110029
9.	Ashok Agarwal *	Independent Director	09237015	c-403, Taj Apartments, Man SinghCGHS Ltd. Gazipur, Delhi-110096

CHIEF FINANCIAL OFFICER (CFO)	:	MS. NEENA GUPTA *
COMPANY SECRETARY	:	MS. VARSHA JOSHI *
STATUTORY AUDITORS	:	GGPS & ASSOCIATES, CHARTERED ACCOUNTANTS * FIRM REGISTRATION NO. : 032345N
INTERNAL AUDITORS	:	MANISH RUSTAGI & CO. * CHARTERED ACCOUNTANTS, NEW DELHI
REGISTERED OFFICE	:	1/24, BANSI HOUSE, ASAF ALI ROAD, NEW DELHI-110002 *
REGISTRAR & TRANSFER AGENTS	:	M/S NIVIS CORP SERVE LLP 03 SHANKAR VIHAR, 2ND FLOOR, VIKAS MARG, DELHI-110092 TEL. NO. 011 - 45201005 EMAIL:-INFO@NIVIS.CO.IN; NIVIS.CS@GMAIL.COM

* Mr. Jai Prakash Gupta, Mrs. Neena Gupta, Ms. Purnima Aggarwal and Mr. Ashok Agarwal ceased to hold the position of Directorship of the Company w.e.f. July 04, 2022 on their resignations.

* Ms. Neena Gupta, Ms. Varsha Joshi, GGPS & Associates and Manish Rustagi & Co. resigned from the mentioned designation due to change in the Management w.e.f. July 04, 2022.

* The Registered Office has shifted to S. No. 4873/5 SF Phatak Namak Hauz Qazi Delhi Central Delhi DL 110006 IN w.e.f. July 04, 2022.

<u>29TH ANNUAL GENERAL MEETING</u>	
Day	: Friday
Date	: 30/09/2022
Time	: 03:00 P.M.
Venue	: Through VC / OAVM

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LISTING OF SHARES

Sl. No.	Name of the Stock Exchange	Stock Code
1	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	513496
2	The Calcutta Stock Exchange Limited, Lyons Range, Dalhousie, Kolkata, West Bengal - 700 001	23440

NOTICE

NOTICE is hereby given that 29th Annual General Meeting ('AGM') of the members of Mewat Zinc Limited ('THE COMPANY') will be held on Friday, September 30, 2022 at 03.00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without the physical presence of members at a common venue to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2022 together with the Reports of the Board of Directors & Auditors' thereon.

SPECIAL BUSINESS:-**2. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY:**

To appoint Statutory Auditor of the Company and to fix their remuneration and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Joshi Loya & Co., registered with the Institute of Chartered Accountants of India vide Firm Registration No. 139767W, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. GGPS & Associates.

RESOLVED FURTHER THAT M/s. Joshi Loya & Co, be and are hereby appointed as Statutory Auditors of the Company to hold the office from July 04, 2022, until the conclusion of the 29th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company. "

3. TO APPOINT STATUTORY AUDITOR FOR A TERM OF FIVE YEARS:

To appoint Statutory Auditor of the Company and to fix their remuneration and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Joshi Loya & Co., registered with the Institute of Chartered Accountants of India vide Firm Registration No. 139767W, be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 29th Annual General Meeting, for a single term of 5 (five) years, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. TO REGULARIZE APPOINTMENT OF MR. GOPAL RAMCHARNDRA ZANWAR, WHOLE TIME DIRECTOR DESIGNATED AS MANAGING DIRECTOR:

To Appoint of Mr. Gopal Ramcharndra Zanwar (DIN: 09537969), Whole Time Director designated as Managing Director (Executive) for five years liable to retire by rotation and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution:

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 196, 203 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Gopal Ramchandra Zanwar, liable to retire by rotation, for a term of five years commencing July 4, 2022 to July 03, 2027, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. TO REGULARIZE APPOINTMENT OF MR. KIRAN SHAMSUNDAR ZANWAR AS DIRECTOR (NON-EXECUTIVE):

To Appoint of Mr. Kiran Shamsundar Zanwar (DIN: 09653402) as a Director (Non- Executive) for five years liable to retire by rotation and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Kiran Shamsundar Zanwar (DIN: 09653402), who was appointed on the recommendation of the Nomination and Remuneration Committee, by the Board of Directors as an Additional Director of the Company with effect from July 4, 2022 and who holds office of director up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Kiran Zanwar, liable to retire by rotation, for a term of five years commencing July 4, 2022 to July 03, 2027, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. TO REGULARIZE APPOINTMENT OF MS. SYSHA SURESH KUMAR AS INDEPENDENT DIRECTOR (WOMEN, NON-EXECUTIVE):

To Appoint of Ms. Sysha Suresh Kumar (DIN: 01670699) as an Independent Director (Women, Non- Executive) for five years not liable to retire by rotation and in this regard to consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Ms. Sysha Suresh Kumar (DIN: 01670699), who was appointed on the recommendation of the Nomination and Remuneration Committee, by the Board of Directors as an Additional Director of the Company with effect from July 4, 2022 and who holds office of director up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Ms. Sysha Suresh Kumar, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing July 04, 2022 to July 03, 2027, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do

all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. TO REGULARIZE APPOINTMENT OF MR. RAJVIRENDRA SINGH RAJPUROHIT AS INDEPENDENT DIRECTOR (NON-EXECUTIVE):

To Appoint Mr. Rajvirendra Singh Rajpurohit (DIN: 06770931) as an Independent Director (Non-Executive) for five years not liable to retire by rotation and in this regard to consider and if thought fit to pass with the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Rajvirendra Singh Rajpurohit (DIN: 06770931), who was appointed on the recommendation of the Nomination and Remuneration Committee, by the Board of Directors as an Additional Director of the Company with effect from July 04, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act"), be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Mr. Rajvirendra Singh Rajpurohit, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing July 04, 2022 to July 03, 2027, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

To consider and, if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment there to or re-enactment thereof) and the rules framed there under, the Authorized share capital of the Company be and is hereby increased from Rs. 5,00,00,000 (Rupees Five Crores only) divided into 50,00,000 (Fifty Lacs) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 10,50,00,000 (Rupees Ten Crores Fifty Lacs only) divided into 1,05,00,000 (One Crores Five Lacs) Equity Share of Rs. 10/- (Rupees Ten only) each by creation of additional 55,00,000 (Fifty Five Lacs) Equity shares of Rs.10/- (Rupees Ten only) each aggregating Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lacs only) ranking *pari-passu* in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. "The Authorized share capital of the Company is Rs. 10,50,00,000 (Rupees Ten Crores Fifty Lacs Only) divided into 1,05,00,000 (One Crore Five Lacs) Equity Share of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do

all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS:

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 62 (1)(c), Section 42 and other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations") and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company are listed and subject to approvals, consents, permissions and sanctions of any other authorities / institutions and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches upto 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 10/- (Rupees Ten only) per equity share aggregating to Rs. 6,00,00,000 (Rupees Six Crores only) and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other provisions of law as may be prevailing at the time.

Sr. No.	Name	Current Status / Category	No. of	Proposed Status / post preferential Issue / Category
1.	Gopal Ramcharndra Zanwar	Promoter	3500000	Promoter
2.	Sarika Krishnakumar Dhoot	Non-Promoter	200000	Non-Promoter
3.	Sonal Arun Gattani	Non-Promoter	150000	Non-Promoter
4.	Premchand Nandkishor Sarda	Non-Promoter	250000	Non-Promoter
5.	Arun Shrikisanji Modani	Non-Promoter	200000	Non-Promoter
6.	Amol PurushottamPalod	Non-Promoter	150000	Non-Promoter
7.	Ritesh Ramesh Baheti	Non-Promoter	200000	Non-Promoter
8.	Archana Abhijeet Shende	Non-Promoter	400000	Non-Promoter
9.	Sudhanshu Rajesh Baldawa	Non-Promoter	300000	Non-Promoter
10.	Runal Govardhan Jaju	Non-Promoter	100000	Non-Promoter

Sr. No.	Name	Current Status / Category	No. of	Proposed Status / post preferential Issue / Category
11.	Nitin Satyanarayan Toshnival	Non-Promoter	300000	Non-Promoter
12.	Sachin Shrikrishna Rathi	Non-Promoter	250000	Non-Promoter
Total			6000000	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is the 30th August, 2022, being the date 30 days prior to the date of this Annual General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Equity Shares to be issued to the Proposed Equity Allottee (s) in the preferential issue shall be listed on the Stock Exchange where the existing Equity Shares are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations:

i The Equity Shares to be issued and allotted in the manner aforesaid shall rank *pari passu* with the existing Equity Shares of the Company in all respects (including voting powers and the right to receive dividend) from the date of allotment and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

- i. The Equity Shares shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the members, provided that in case the allotment of Equity Shares is subject to receipt of any approval from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- ii. Allotment shall only be made in dematerialized form;
- iii. The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations and shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares including the resultant Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., National Securities Depository Limited (NSDL) and Central Depository

Services (India) Limited (CDSL) and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s) / Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things and matters and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT a certify true copy of the resolution may be given to the concerned authority(ies), party(ies), department(s) etc.”

10. SHIFTING OF REGISTERED OFFICE FROM THE NATIONAL CAPITAL TERRITORY OF DELHI OF DELHI TO STATE OF MAHARASHTRA:

To Consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 and 110 other applicable provisions of Companies Act, 2013 read with rule 30 of the Companies (Incorporation) Rules, 2014 and rule 20 and 22 of the Companies (Management and Administration) Rules , 2014 (Including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the approval of the Central Government, the Consent of the Members of the Company be and is hereby accorded for shifting of registered office from the National Capital Territory of Delhi to the State of Maharashtra and the Clause II of the Memorandum and Association of the Company be substituted and replaced as the follows:

II. The Registered office of the Company will be situated in the State of Maharashtra

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company shall be shifted from National Capital Territory Delhi under the jurisdiction of the Registrar of Company, NCT of Delhi at New Delhi to Pune the jurisdiction of the Registrar of Companies, Pune.

RESOLVED FURTHER THAT the members of the Company hereby authorized the Board to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications / petitions, issue notice, advertisements, obtain orders of shifting of Registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.

RESOLVED FURTHER THAT any one Director of the Company and/or the Company Secretary of the Company be and is hereby authorized severally to furnish certified true copy of the resolution as and when required.”

11. CHANGE OF NAME OF THE COMPANY:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 4(4), Section 13 read with Rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), as

approved by the Central Registration Centre (CRC), Ministry of Corporate Affairs, the consent of the members of the Company be and is hereby accorded to change the name of the Company from “MEWAT ZINC LIMITED” to “SIZE MASTERS TECHNOLOGY LIMITED”.

RESOLVED FURTHER THAT the name “MEWAT ZINC LIMITED” wherever it occurs in the Memorandum and Articles of Association of the company is substituted by the new name “SIZE MASTERS TECHNOLOGY LIMITED”.

RESOLVED FURTHER THAT Directors of the Company, be and are hereby are hereby authorized to delegate all or any of the aforesaid powers in favour of any person / official / Consultants / Practicing Company Secretary / Law firm etc, to act, represent and appear before any Statutory authority for and on behalf of the Company for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT Directors of the Company, be and are hereby are hereby authorized to do all such acts, things, deeds and matters as may be necessary or expedient to give effect to the aforesaid Resolution, including, but not limited to filing of necessary statutory documents with concerned Central Registration Centre (CRC), Ministry of Corporate Affairs and other statutory authorities, as applicable.”

12. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT 2013 WITH CHANGE OF MAIN OBJECT:

To Consider and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act 2013 (The Act), read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any modification(s) thereof or re-enactment(s) thereof for the time being in force, the consent of the members of the Company with a new set of Memorandum of Association (MOA) as per the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with applicable Rules and Regulations made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the alterations in the existing Object Clause of Memorandum of Association (“The MOA”) of the Company in the following manner:-

Clause III of the MOA be altered by substituting the below mentioned main object and object ancillary thereto:

III. The object for which the company is established are:

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY:

- 1. To carry on in India or abroad the business of manufacturing, sales and distribution of precision gauges , thread gauges , API gauges , special gauges , fixtures , multi gauging , electronic gauging , measuring instruments used in Oil and Gas industry , all tools such as dial gauges and accessories .***
- 2. To carry on in India or abroad the business of calibration and testing laboratories providing technical services , validation approved by national accreditation Board of laboratories (NABL) according to ISO/IEC 17025 :2017 in dimensions , precision instruments , pressure , mass , volume , torque , hardness , UTM , extensometer , impact , thermal etc***
- 3. To promote, establish, acquire and/or carry on the business as manufacturers, fabricators, erectors, assemblers, convertors, finishers, improvers, repairers, buyers, sellers, resellers, exchangers, importers, exporters, indenters, lenders to hire, renters and hire or compensation, merchants, distributors, stockists or agents for the dealers in :-***
 - a. Thread gauges, API gauges, special gauges, electronic gauging, automization related.***

- b. Plain plug and thread plug gauges and accessories, micro meters and accessories and all other metrology precision measuring Instruments.*
- 4. To carry on the business of research and development, design, provision of technical assistance and licenses, consulting and otherwise of manufacturing systems including production control and quality control and improvement of production lines relating to above objects.*
 - 5. To manufacture including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of automotive components, electrical components, spare parts, products, equipments for all types of two-wheelers, passenger cars, light motor vehicles, multi-utility vehicles, heavy motor vehicles, All Terrain Vehicles (ATVs) and all other types of automobiles.*
 - 6. To manufacture including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all kinds of equipments, machinery apparatus, tools, assembles, spares, components, jigs, dies, utensils, commodities for manufacturing all types of automotive components and equipments.*
 - 7. To manufacture including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of electrical components for home appliance products.*
 - 8. To manufacture including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of telecommunication components.*
 - 9. To buy, sell, manufacture, repair, alter and exchange, let on hire, import, export, and deal In all kinds of articles and things which may be required for the purposes of any of the said business or any other business authorised by this Memorandum and commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said business.*
 - 10. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, Investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award of exhibition scholarships, prizes, grants and bursaries to students or independent students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experimental tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorised to carry on.*
 - 11. To buy, sell, deal in manufacture, refine, manipulate, import, export, and prepare for market and deal in all substances, apparatus and things capable of being used in any such business as aforesaid or required by any customers or persons having dealings with the Company ether by wholesale or retail.*
 - 12. To acquire the goodwill of any business within the objects of the Company, and any lands, buildings, privileges, contracts, rights, property or effects, held or used in connection therewith and upon any such purchase to undertake the liabilities of any company, association, or partnership or person.*
 - 13. To search for and to purchase or otherwise acquire from any Government or State or authority any licences, concessions, grants, decrees, rights, powers and privileges, whatsoever may seem to the Company capable of being turned to account and to work, develop, carry out, exercise and turn to account the same.*
 - 14. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.*
 - 15. To undertake, construct, acquire and carry on works of all kinds relating to any business of the Company, in India or abroad, and to enter into such contracts and make such arrangements as may be*

necessary to carry out the same.

16. *To act and carry on the business as manufacturers, dealers, exporters, importers, merchants, brokers, commission agents, and contractors of plastic machinery, apparatus equipment utensils.*
17. *To carry on the business using technology driven modules, latest machines, gadgets, equipments in order to enhance and expand the business with the help of digital medium.*

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

1. *To establish, promote and incorporate any company or branch, offices, centers, agencies, subsidiaries, at various places for promotion of the objects of the Company in any part of the world.*
2. *To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the objects of the company.*
3. *To appoint contractors, franchisees and establish agencies for carrying on and conducting the business of the Company.*
4. *To give publicity and adopt such means of making known the businesses of the Company as may seem expedient and in particular by advertising in press, public places and the theatres, radio, by television, circulars, by publication of books, pamphlets, or bulletins or by organizing or participating in exhibitions and by granting prizes and rewards.*
5. *To purchase, take on lease or tenancy, or in exchange, hire, renew or otherwise acquire or hold any land, estate or interest and to let, sub-let in whole or part develop, manage and exploit any land, buildings, machinery, easement rights, privileges, plant, stock in trade, business concerns, options, contracts, claims, personal property of any kind necessary or convenient for business of the Company and either to retain the same for the purpose of Company's business to turn the same to account as may seem expedient.*
6. *To enter into arrangement for rendering and obtaining technical services and/or technical collaboration required for the business of the Company with individual, firms or body corporate whether in or outside India.*
7. *To accept gift bequests devices and donations from members and others and to make gifts to members and others of money, assets and properties of any kind.*
8. *To sub-let all or any contract from time to time and upon such terms and conditions as may be thought expedient.*
9. *To collaborate with foreign firm for acquiring or offering technical know-how, to employ experts including foreign technicians, to engage consultants, engineers, workmen, bankers, solicitors, advocates, insurers, advertisers, selling and buying agents and others and found expedient and in the interest of Company's business.*
10. *To purchase or by any other means acquire and protect, prolong and renew, any trademarks, patents rights, brevets, inventions, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon testing and improving or seeking to improve any patents, inventions, rights which the Company may acquire or propose to acquire;*
11. *To amalgamate, or enter into partnership or into any arrangement for sharing profit, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company whether Indian or foreign, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in.*
12. *To provide for or utilize such sum or sums of money that may be agreed upon by the Company from time to time for research and development connected with the objects of the Company and for the*

protection of the interest of the Company and securing any process or processes / patent or patents or protecting any invention or inventions which the Company may acquire or propose to acquire or deal with.

- 13. To exchange, sell, convey, mortgage, assign or let on lease or leases the whole or any part of the property (whether movable or immovable) of the Company and to accept as consideration for or in lieu thereof other land or cash or Government securities or securities guaranteed by the Government of India or Provincial or other Government or Municipal, Port Trust, Railways or other authority or shares, debentures, stocks, bonds or securities of any other company or companies or partly one or partly the other or such other company and to take back or reacquire any property so disposed off by repurchasing or leasing the same for such price or prices and on such terms and conditions as the Company may think fit.*
- 14. To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in and reserved by any lease that maybe granted or assigned to or is otherwise acquired by the Company.*
- 15. To purchase the reversion or reversions or otherwise acquire the freehold rights in all or any part of the lands for the time being held under lease or for an estate less than a freehold estate by the Company.*
- 16. To enter into any arrangements with any Government Authorities (Central, State, Municipal, local or others) or Company (whether incorporated in India or outside India) firm or person that may seem conducive to the attainment of Company's objects or any of them and to obtain from any such Government or other authorities any orders, charters, licenses, authorizations, rights, subsidies, loans, indemnities, sanctions, protection, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any arrangements, rights, privileges, subsidies and concessions.*
- 17. To undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body, corporation and to promote or form any company or companies for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or undertaking any business or to acquire and undertake the whole or benefit the Company or to acquire and undertake the whole or any part of the business, goodwill, property and liabilities of other persons, firms and companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on any business which this company is authorized to carry on or possessed of any property or rights suitable for the purposes of the company by paying or contributing towards the preliminary expenses thereof or providing the whole or part of the Capital thereof or by taking shares therein or by advancing money.*
- 18. To advance money to such persons and on such terms as may seem expedient and in particular to member of the staff, customers and others having dealings with the Company and to guarantee the performance of contracts and engagements by any such persons.*
- 19. To make advances of such sum or sums of money upon or in respect of or for the purchase of goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms, with or without security as the Company may deem expedient.*
- 20. Subject to the provisions of section 179, 2(31), 73 & 74 of the Companies Act, 2013 and as per directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purposes of the Company and at such time or times and in such manner as may be thought fit in particular by the issue of debentures or debenture-stock, perpetual or otherwise, including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or of any such debentures or debenture-stock so issued, to mortgage, pledge or change the whole or any part of the property, assets, or revenue and profits of the Company, present or future including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off any securities. Provided that the Company shall not carry on*

banking business as defined in the Banking Regulation Act, 1949.

21. *To apply for, promote and obtain any order, license or consents of the Department of Industry or other Authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem calculated, directly or indirectly to promote the Company's interests and to oppose any proceedings directly or indirectly that are likely to prejudice the Company's interests.*
22. *To open account or accounts with any Bank or Banks and to pay into and to withdraw money from such account or accounts.*
23. *To remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place or guaranteeing of any of the shares in the Company's capital or any debentures or debenture stocks or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.*
24. *To distribute any of the property of the Company or any proceeds of sale or disposal of any property in specie or kind among the members, subject to the provisions of the Companies Act, 2013 in the event of winding up of the Company.*
25. *To pay out of the funds of the Company all expenses of and incidental to the formation, registration, advertisements and establishment of the Company.*
26. *To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property of the Company or for any other purpose, conducive to the interest of the Company.*
27. *To distribute as bonus shares amongst the member or to place in reserve or otherwise to apply as the Company may from time to time determine, any moneys received in payment of forfeited shares and moneys arising from the sale by the Company of forfeited shares or any moneys received by way of premium on shares or debentures issued at a premium by the Company.*
28. *Subject to the provisions of Section 182 of the Act, to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful object or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities colleges or any individual, body of individuals, or bodies corporate.*

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company."

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized jointly/severally to do all such acts, deeds and things as may be necessary or incidental in this regard to give effect to the foregoing resolution including filing of all the necessary e-forms with the office of the Registrar of Companies, Delhi."

13. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION AS PER COMPANIES ACT 2013:**

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof, for the time being in force), and subject to such other requisite approvals, if any, in this regard from appropriate authorities and terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee), the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association in place of existing Articles of Association of the Company, copy of which is placed before the meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By the order of the Board
For **MEWAT ZINC LIMITED**

Sd/-

Aishwarya Parwal
Company Secretary
Membership No. ACS 67170

Regd. Office:

S. No. 4873/5 SF Phatak Namak
Hauz Qazi Delhi Central Delhi,
DL 110006 IN
CIN : L27204DL1991PLC046120

Date: 05/09/2022

Place: Pune

NOTES:

1. In compliance with the Ministry of Corporate Affairs (“MCA”) General Circular No. 02/2022 dated 5th May, 2022 read with Circular Nos. 20/2020, 14/2020, 17/2020 and 02/2021 dated 5th May, 2020, 8th April, 2020, 13th April, 2020 and 13th January, 2021 respectively (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated May 12, 2020 and January 15, 2021 respectively (collectively referred to as “SEBI Circulars”) and any other applicable circulars issued by MCA & SEBI in this regard [collectively referred to as MCA and SEBI circulars], the Company will be conducting 29th Annual General Meeting (“AGM”) through Video Conferencing or Other Audio Visual Means (“VC”/“OAVM”), without the physical presence of the Members. The deemed venue for the AGM will be Registered Office of the Company.
2. An Explanatory Statement setting out all material facts relating to special business contained in item No. 2 to 13 as required under Section 102 of the Companies Act, 2013, Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, is annexed thereto.
3. Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 23 and also available at the Company's website at www.mewatzinc.com
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
6. Corporate Members intending to allow their authorised representatives to attend the Meeting through VC/OVAM are requested to send to the Company certified true copy of the Board Resolution authorizing their authorized signatory(ies) to attend and vote on their behalf at this Annual General Meeting by e-mail to mewatzinc@gmail.com
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 23, 2022 to Friday, September 30, 2022 (both days inclusive).
9. Any information relating to Accounts and/or matters to be placed at AGM must be sent to Company's email id i.e.mewatzinc@gmail.com
10. The Company has paid the Annual Listing Fees for the year 2021-22 to the following Stock Exchanges viz. BSE Limited on which the Company's Securities are presently listed.
11. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities Market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Company's RTA.
12. Members who hold shares in physical form in multiple folios in identical name or joint holding in the same order of names are requested to send their share certificates to our RTA for consolidation into a single folio.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address/bank detail or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

PROCEDURE FOR DESPATCH OF ANNUAL REPORT AND REGISTRATION OF EMAIL ID

14. Pursuant to the circulars issued by Ministry of Corporate Affairs (MCA), the Notice of AGM along with Annual Report 2021- 22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Please take note that Notice and Annual Report 2021-22 has been uploaded on the website of the Company i.e. www.mewatzinc.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the e-Voting facility) i.e. www.evoting.nsdl.com.
15. As per the green initiative of Ministry of Corporate Affairs (MCA), members are requested to register/update their email address with depository if they are holding shares in demat mode or to the Registrar & Share Transfer Agent of the Company namely NIVIS CORP SERVE LLP, if they are holding shares in physical mode in order to receive the various Notices and other Notifications from the Company in electronic form.

DETAILS ABOUT REMOTE E-VOTING AND VC/OAVM ARE AS UNDER:-

16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended upto date and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to provide facility of voting through electronic means i.e. remote e-voting in respect of the business(es) to be transacted at the 29th Annual General Meeting (AGM) as well as e-voting system on the date of the AGM. For this purpose, the Company has entered into an agreement with National Securities

Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

17. The remote e-voting period commences on Tuesday, September 27, 2022 (9.00 a.m.) and ends on Thursday, September 29, 2022 (5.00 p.m.). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date/record date i.e. Friday, September 23, 2022 may cast their vote electronically. The remote e- voting module shall be disabled by NSDL for voting thereafter.
18. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date/record date i.e. Friday, September 23, 2022. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
19. The facility for voting through e-voting system shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by remote e-voting shall be able to vote at the meeting through e-voting.
20. Further, the company has engaged NIVIS CORP SERVE LLP for providing video conferencing system through cisco webex and e-voting services through NSDL. In case any member required any assistance in respect of e-voting or joining of Meeting through VC/OAVM can contact at following:-
 - Mr. Shrinav Rastogi at info@nivis.co.in,
 - Nivis Corpserve LLP,
 - Contact No. 011-45201005.
21. Mr. Baldev Singh Kashtwal, Practicing Company Secretary (Membership No. 3616 and C.P. No. 3169) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.
22. The results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared results, along with the Scrutinizer's Report, will be available forthwith on the Company's website i.e. www.mewatzinc.com under the section 'Investors Relations' and NSDL website (i.e. evoting.nsdl.com). Such results will also be forwarded to BSE Limited and Calcutta Stock Exchange Ltd.

PROCESS AND MANNER OF REMOTE E-VOTING AND EVOTING DURING THE AGM

23. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>A. NSDL IDeAS facility</p> <p><u>If you are already registered, follow the following steps:-</u></p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. 5. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-voting period or joining virtual meeting & e-voting during the meeting. <p><u>If you are not registered, follow the following steps:-</u></p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com/. 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in 1 to 5 at point A. <p>B. E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & e-voting during the meeting.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of ESP i.e. NSDL Portal. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. Once logged-in, you will be able to see e-Voting option. Once you click on e- Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>3. Click on options available against company name or e-Voting service provider- NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 or NIVIS CORP SERVE LLP at info@nivis.co.in or at 01145201005
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022- 23058542-43 or NIVIS CORP SERVE LLP at info@nivis.co.in or at 011-45201005

B) Login Method for e-voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e- Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares indemat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID isIN300***12*****.
b) For Members who hold shares indemat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares inPhysical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 101456 and folio number is 001*** then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below

(How to Cast your vote electronically and join General Meeting on NSDL e-Voting system)

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page open
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

Process for those shareholders whose email ids are not registered with the depositories / Company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

Shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing below mentioned documents.

1. In case shares are held in physical mode please send signed request with, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (email id of company) with subject line "LOGIN DETAIL REQUIRED FOR AGM OF MEWAT ZINC LIMITED FOLIO NUMBER :- MENTION FOLIO NUMBER).
2. In case shares are held in demat mode, please update/register your email id with your depository participant and provide update client master report copy to (email id of company) with subject line "LOGIN DETAIL REQUIRED FOR AGM OF MEWAT ZINC LIMITED DPID-CLID MENTION DPID-CLID) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

24. GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bskashtwal@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call

on toll free no.: 1800- 1020-990 and 1800-22 44-30 or send a request at evoting@nsdl.co.in or contact Nivis Corpserve LLP, Mr. Shrinav Rastogi at info@nivis.co.in, or may call at 011-45201005.

- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Friday, September 23, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company at mewatzinc@gmail.com. However, if you are holding shares in demat mode and an Individual shareholders , you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Members are encouraged to join the Meeting through Laptops or desktops for better experience.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop or desktop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Statutory records/registers (as may be applicable) shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.

25. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

26. PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT AT THE 29TH AGM

- Shareholders who would like to speak during the meeting must register their request mentioning their name, demat account number/folio number, email id, mobile number and number of shares held as on cut off date on or before September 23, 2022 with the Company at mewatzinc@gmail.com. with subject line "REGISTRATION FOR SPEAKER SHAREHOLDER (MENTION FOLIO/DPID-CLID)"
- Shareholders will be allowed to speak only when moderator of the meeting/ management will announce the name for speaking.
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
- Other shareholders may ask questions to the panelist, via question answer box which will be available during the meeting in right side corner.

27. Members are requested to always quote their Folio No. / Client ID & DP ID in all correspondence with the Company's Registrars and the Company. Members are requested to send all communications relating to shares to the Registrar and Share Transfer Agent of the Company at the following address :-

NIVIS CORP SERVE LLP

3, Shankar Vihar, 2nd Floor, Vikas Marg, Delhi-

110092 Phone Number : 011-45201005

Email ID : info@nivis.co.in; nivis.cs@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 2**

The Members of the Company at its 26th Annual General Meeting held on July 29, 2019 had appointed M/s. GGPS & Associates vide Firm Registration No: 032345N as the Statutory Auditors of the Company to hold office from the conclusion of 26th AGM till the conclusion of 31st Annual General Meeting of the Company.

M/s. GGPS & Associates vide their letter dated July 04, 2022 have resigned from the position of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on July 04, 2022 as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, has appointed M/s. Joshi Loya & Co. (Firm Registration No. 139767W), to hold office as the Statutory Auditor of the Company till the conclusion of 29th Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s. GGPS & Associates subject to the approval by the members at the 29th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. Joshi Loya & Co to act as Statutory Auditor of the Company in place of M/s. GGPS & Associates along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 2 of the accompanying Notice for approval of the Member.

ITEM NO. 3

The Board of Directors at its meeting held on July 04, 2022, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. Joshi Loya & Co. (Firm Registration No. 139767W), as Statutory Auditor of the Company to hold office for a period of five years, from the conclusion of the 29th Annual General Meeting, till the conclusion of the 34th Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. Joshi Loya & Co. to act as Statutory Auditor of the Company in place of M/s. GGPS & Associates along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board accordingly recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

ITEM NO. 4

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Gopal Ramcharndra Zanwar (DIN: 09130985) Whole Time Director designated as Managing Director (Executive), liable to retire by rotation with effect from July 04, 2022 pursuant to Section 161(1) of the Companies Act, 2013 and the SEBI Listing Regulations. In terms of the provisions of Section 161(1) of the

Companies Act, 2013, Mr. Gopal Ramcharndra Zanwar will holds office only upto the date of ensuing Annual General Meeting.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director.

Mr. Gopal Ramcharndra Zanwar being eligible and offering himself for appointment, is proposed to be appointed as a Whole Time Director designated as Managing Director for a First Term of 5 (Five) years w.e.f. July 04, 2022.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on July 04, 2022 has approved the appointment of Mr. Gopal Ramcharndra Zanwar, Whole Time Director designated as Managing Director (Executive) and recommends the Ordinary Resolution for the approval by the Shareholders of the Company.

Except Mr. Gopal Ramcharndra Zanwar, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement.

ITEM NO. 5

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Kiran Shamsundar Zanwar (DIN: 09653402) as Additional Director (Non-Executive), liable to retire by rotation with effect from July 04, 2022 pursuant to Section 161(1) of the Companies Act, 2013 and the SEBI Listing Regulations. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Kiran Shamsundar Zanwar will holds office only upto the date of ensuing Annual General Meeting.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director.

Mr. Kiran Shamsundar Zanwar being eligible and offering himself for appointment, is proposed to be appointed as a Director for a First Term of 5 (Five) years w.e.f. July 04, 2022.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on July 04, 2022 has approved the appointment of Mr. Kiran Shamsundar Zanwar as Director (Non-Executive) and recommends the Ordinary Resolution for the approval by the Shareholders of the Company.

Except Mr. Kiran Shamsundar Zanwar, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 of the Notice.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement.

ITEM NO. 6

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Ms. Sysha Suresh Kumar (DIN: 01670699) as an Additional Director, not liable to retire by rotation with effect from July 04, 2022 pursuant to Section 161(1) of the Companies Act, 2013 and as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and the SEBI Listing Regulations. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Ms. Sysha Suresh Kumar holds office only upto the date of ensuing Annual General Meeting.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that she is not disqualified u/s 164(2) to act as Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed u/s 149(6) of the Companies Act,

2013 and the SEBI Listing Regulations. In the opinion of the Board, Ms. Sysha Suresh Kumar fulfils the conditions specified in the Act and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management.

Ms. Sysha Suresh Kumar being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for a First Term of 5 (Five) years w.e.f. July 04, 2022.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on July 04, 2022 has approved the appointment of Ms. Sysha Suresh Kumar as an Independent Director and recommends the Ordinary Resolution for the approval by the Shareholders of the Company.

Except Ms. Sysha Suresh Kumar, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 6 of the Notice.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement.

ITEM NO. 7

The Board of Directors upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rajvirendra Singh Rajpurohit (DIN: 06770931) as an Additional Director, not liable to retire by rotation with effect from July 04, 2022 pursuant to Section 161(1) of the Companies Act, 2013 and as an Independent Director pursuant to Section 149 of the Companies Act, 2013 and the SEBI Listing Regulations. In terms of the provisions of Section 161(1) of the Companies Act, 2013, Mr. Rajvirendra Singh Rajpurohit holds office only upto the date of ensuing Annual General Meeting.

The Company has received consent in writing to act as Director in Form DIR-2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013 and the SEBI Listing Regulations. In the opinion of the Board, Mr. Rajvirendra Singh Rajpurohit fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Rajvirendra Singh Rajpurohit being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a First Term of 5 (Five) years w.e.f. July 04, 2022.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on July 04, 2022 has approved the appointment of Mr. Rajvirendra Singh Rajpurohit as an Independent Director and recommends the Ordinary Resolution for the approval by the Shareholders of the Company.

Except Mr. Rajvirendra Singh Rajpurohit, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7 of the Notice.

Disclosure u/r 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are set out in the annexure to the Explanatory Statement.

ITEM NO. 8

The Present Authorized Capital of the Company is Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lacs) Equity shares of Rs. 10/- (Rupee Ten Only) each.

A proposal for Preferential Issue of 60,00,000 (Sixty Lacs) Equity Shares have been submitted for the approval of Shareholders under item no. 9 of this Notice.

To enable the Preferential Issue, the Company would be required to increase the Authorised Share Capital to Rs. 10,50,00,000 (Rupees Ten Crores Fifty Lacs only) divided into 1,05,00,000 (One Crores Fifty Lacs) Equity Shares of Rs. 10/- (Rupee Ten Only) each by creation of additional 55,00,000 (Fifty Five Lacs Only) Equity

shares of Rs.10/- each aggregating Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lacs Only) ranking pari-passu in all respect with the existing Equity Shares of the Company. Consequently, the Capital Clause as appearing in the Memorandum of Association of the Company would need to be altered to reflect the increased Authorised Share Capital.

A copy of the Memorandum of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11.00a.m. to 1.00 p.m. on any working day of the Company.

The Board of Directors recommends the passing of this Resolution as an Ordinary resolution.

None of the Directors / key managerial persons of the Company or their relatives are interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 9

The Special Resolution contained in Item No. 9 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 60,00,000 Equity shares of face value of Rs. 10/- each at an issue price of Rs. 10/- each, aggregating up to Rs. 6,00,00,000 (Rupees Six Crores only).

The Board of Directors of the Company (“Board”) in their meeting held on September 05, 2022 subject to necessary approval(s), have approved the proposal for raising of funds by way of create, offer, issue and allot upto 60,00,000 Equity Shares of Rs. 10/- each of the Company, at a price of Rs. 10/- (Rupees Ten only) per Equity Share to Non – Promoter of the Company in such form and manner and in accordance with the provisions of SEBI (ICDR) Regulations.

As per Companies Act, 2013 and Rules made thereunder (the ‘Act’), and in accordance with the provisions of the SEBI (ICDR) Regulations as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the issue of Equity Shares requires approval of the Members by way of a special resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a special resolution.

1. The other details/disclosures of the Preferential Issue are as follows: -

a) Objects of the Preferential Allotment:

The object of this preferential issue is to utilize the proceeds in the expansion and diversification its business, meet long-term working capital, general corporate purpose and such other purpose as the Board may decide from time to time.

b) Particulars of the offer including date of passing of Board Resolution, kind of Securities offered, class of persons, maximum number of Securities to be issued and the Issue Price:

The Board, at its meeting held on September 05, 2022 has, subject to the approval of the Company's Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of 60,00,000 Equity Shares, fully paid-up, at the price of Rs. 10/- per Equity Share (issue at Par), aggregating to Rs. 6,00,00,000 (Rupees Six Crores only), on a preferential basis to the proposed allottee, such price being not less than the minimum price as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

c) Proposed time within which the preferential issue shall be completed

As required under Regulation 170 of the SEBI ICDR Regulations, Preferential Issue of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of this special resolution or within the statutory time limits prescribed by the regulatory authorities subject to all the necessary approvals being in place. However, if any approval or permissions by any regulatory or statutory authority or the Central Government for allotment is necessary or required, the period of 15 (fifteen) days shall commence from the last date of such approval or permission being obtained.

d) The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer and Consequential Changes in voting Rights and Change in Control:

The Equity Shares shall be offered to the Promoter and Non-Promoter categories of persons and they all have indicated their intention to subscribe to the Preferential Allotment as detailed at point “e)” of the Explanatory Statement. None of the Directors or Key Managerial Personnel or Promoters of the Company except Mr. Gopal Ramcharndra Zanwar, Managing Director and Promoter intends to subscribe Equity Shares proposed to be issued under the Preferential Allotment. There will be no change in Control/ Management. However, voting rights will change in tandem with the shareholding pattern.

e) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

Sr. No.	Name	Current Status / Category	No. of	Proposed Status /post preferential Issue / Category
1.	Gopal RamcharndraZanwar	Promoter	3500000	Promoter
2.	Sarika Krishnakumar Dhoot	Non-Promoter	200000	Non-Promoter
3.	Sonal Arun Gattani	Non-Promoter	150000	Non-Promoter
4.	PremchandNandkishor Sarada	Non-Promoter	250000	Non-Promoter
5.	Arun Shrikisanji Modani	Non-Promoter	200000	Non-Promoter
6.	Amol PurushottamPalod	Non-Promoter	150000	Non-Promoter
7.	Ritesh Ramesh Baheti	Non-Promoter	200000	Non-Promoter
8.	Archana Abhijeet Shende	Non-Promoter	400000	Non-Promoter
9.	Sudhanshu Rajesh Baldawa	Non-Promoter	300000	Non-Promoter
10.	Runal Govardhan Jaju	Non-Promoter	100000	Non-Promoter
11.	Nitin SatyanarayanToshnival	Non-Promoter	300000	Non-Promoter
12.	SachinShrikrishna Rathi	Non-Promoter	250000	Non-Promoter
Total			6000000	

f) Relevant Date: In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is August 30, 2022, being the date 30 days prior to the date of this Annual General Meeting.

g) Pricing of the Issue:

The equity shares of the Company are listed at the BSE Limited. There is in-frequent trading of shares of the Company on BSE Limited. In terms of Regulation 165 of the SEBI (ICDR) Regulations, 2018, where the shares are not frequently traded, the price determined by the Issuer shall take into account valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such company.

The Company has obtained a valuation certificate dated September 05, 2022 from Subodh Kumar, Registered Valuer with IBBI Registration No. IBBI/RV/05/2019/11705 ('RVS' or 'Independent Valuer') and same has been updated on the Website of the company and Website link is www.mewatzinc.com/Investor-Relations. The present issue price of Rs. 10/- (Rupees Ten Only) per equity share as per the valuation arrived as per the valuation certificate.

Method of determination of price as per the Articles of Association of the Company – Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

The issue of Equity Shares, it may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, hence we have obtained the valuation report from Subodh Kumar, Registered Valuer with IBBI Registration No. IBBI/RV/05/2019/11705 ('RVS' or 'Independent Valuer'), certifying the price of Rs. 9.35/- each Equity Share in accordance with Regulation 166A of the SEBI (ICDR) Regulations, 2018 as amended. Since the shares are not frequently traded in according Regulation of the SEBI (ICDR) Regulation, hence pricing in accordance regulation 164 of the SEBI (ICDR) Regulations, 2018 is not applicable in this case. Report of Subodh Kumar, Registered Valuer with IBBI Registration No. IBBI/RV/05/2019/11705 ('RVS' or 'Independent Valuer') is available on our website for inspection. The link of such report is www.mewatzinc.com/Investor-Relations

Accordingly, each Equity Share of the face value of Rs. 10/- is issued at a price of Rs. 10/- Per share as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

- h)** Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares.

Sr. No.	Name	Identity of the Natural person who is the ultimate Beneficial owner proposed to be allotted and/or who ultimately control proposed allottee(s) of Equity Shares
1.	Gopal RamcharandraZanwar	Not applicable
2.	Sarika Krishnakumar Dhoot	Not applicable
3.	Sonal Arun Gattani	Not applicable
4.	PremchandNandkishor Sarda	Not applicable
5.	Arun Shrikisanji Modani	Not applicable
6.	Amol PurushottamPalod	Not applicable
7.	Ritesh Ramesh Baheti	Not applicable
8.	Archana Abhijeet Shende	Not applicable
9.	Sudhanshu Rajesh Baldawa	Not applicable
10.	Runal Govardhan Jaju	Not applicable
11.	Nitin SatyanarayanToshnival	Not applicable
12.	SachinShrikrishna Rathi	Not applicable

- i)** Shareholding Pattern before and after the preferential issue:

Mewat Zinc Limited

(A)	Shareholding of Promoter and Promoter Group	No. of Shares	Percentage (%) of Holding	No. of Share	Percentage (%) of holding
1	Indian				
(a)	Individuals/ Hindu Undivided Family	29,85,730	74.64	64,85,730	64.86
(c)	Bodies Corporate	0	0	0	0
(d)	Financial Institutions/ Banks	0	0	0	0
(e)	Any Others (Specify)	0	0	0	0
	Sub Total(A)(1)	29,85,730	74.64	64,85,730	64.86
2	Foreign				
A	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0	0	0
B	Bodies Corporate	0	0	0	0
C	Institutions	0	0	0	0
D	Any Other (specify)	0	0	0	0
	Sub Total(A)(2)	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	29,85,730	74.64	64,85,730	64.86
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Any Other (specify)FDI	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
B 2	Non-institutions				
(a)	Bodies Corporate	8,100	0.2	8,100	0.08
(b)	Individuals	10,03,570	25.09	35,03,570	35.04
(c)	Any other (specify)	2,600	0.07	2,600	0.03
	Sub-Total (B)(2)	10,14,270	25.36	35,14,270	35.14
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	10,14,270	25.36	35,14,270	35.14
	TOTAL (A)+(B)	40,00,000	100	1,00,00,000	100
(C)	Shares held by Custodians and against which Depository Receipts have been issued				

1	Promoter and Promoter Group	0	0	0	0
2	Public	0	0	0	0
	Sub-Total (C)	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	40,00,000	100	1,00,00,000	100

j) Lock-in Period: The Equity Shares shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of Promoters, Promoter group and non-promoter categories of persons shall be locked-in from the relevant date up to a period of 90 trading days from the date of the trading approval as specified under Regulation 167(6) of the SEBI ICDR Regulations.

k) Undertakings:

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Allotment under Chapter V of SEBI ICDR Regulations.
- Since the equity shares of the Company have been listed on the BSE Limited for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI (ICDR) Regulations.
- None of the proposed allottee holds any Equity Shares in the Company except Mr. Gopal Ramcharndra Zanwar.
- The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

l) Certificate of Practicing Company Secretary: The certificate from, CS Baldev Singh Kashtwal, a Company Secretary in Practice, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: www.mewatzinc.com/Investor-Relations

m) The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
1.	Gopal Ramcharndra Zanwar	Promoter	Promoter	29,05,730	72.64%	35,00,000	64,05,730	64.06%
2.	Sarika Krishnakumar Dhoot	Non-Promoter	Non-Promoter	Nil	Nil	2,00,000	2,00,000	2.00%

Sl. No.	Name	Current Status / Category	Proposed Status	Pre issue Shareholding		No. of Equity Shares to be allotted	Post Issue	
				No of share	%		No of share	%
3.	Sonal Arun Gattani	Non-Promoter	Non-Promoter	Nil	Nil	1,50,000	1,50,000	1.50%
4.	Premchand Nandkishor Sardar	Non-Promoter	Non-Promoter	Nil	Nil	2,50,000	2,50,000	2.50%
5.	Arun Shrikisanji Modani	Non-Promoter	Non-Promoter	Nil	Nil	2,00,000	2,00,000	2.00%
6.	Amol Purushottam Palod	Non-Promoter	Non-Promoter	Nil	Nil	1,50,000	1,50,000	1.50%
7.	Ritesh Ramesh Baheti	Non-Promoter	Non-Promoter	Nil	Nil	2,00,000	2,00,000	2.00%
8.	Archana Abhijeet Shende	Non-Promoter	Non-Promoter	Nil	Nil	4,00,000	4,00,000	4.00%
9.	Sudhanshu Rajesh Baldawa	Non-Promoter	Non-Promoter	Nil	Nil	3,00,000	3,00,000	3.00%
10.	Runal Govardhan Jaju	Non-Promoter	Non-Promoter	Nil	Nil	1,00,000	1,00,000	1.00%
11.	Nitin Satyanarayan Toshnival	Non-Promoter	Non-Promoter	Nil	Nil	3,00,000	3,00,000	3.00%
12.	Sachin Shrikrishna Rathi	Non-Promoter	Non-Promoter	Nil	Nil	2,50,000	2,50,000	2.50%
Total						6000000		

- n) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil
- o) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable
- p) Principal terms of assets charged as securities: Not Applicable.
- q) Other disclosures:
- During this financial year, the Company has not made any preferential allotment.
 - Disclosures specified in Schedule VI of SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower: Not Applicable

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out Item No. 9 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Mr. Gopal Ramcharandra Zanwar, may be deemed to be interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM 10:

The Board of Directors in their meeting held on July 04, 2022 analyzed that the shifting of the Registered office

from the National Capital Territory of Delhi to the State of Maharashtra is in the best interest of the Company, shareholders and all concerned parties and shall in no manner adversely affect the existing client base, creditors or operations or employees of the Company. This shifting would enable the Company to handle its business activities more efficiently and it will enhance the business activities by exploring more business opportunities.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, such shifting of Registered Office requires the Company to alter Memorandum of Association of the Company and to necessary approval of the Shareholders by way of Special Resolution.

A Copy of the Memorandum of Association as on date and a copy of the indicating the proposed amendment is available for inspection at the registered office of the Company on any working day during office hours from 11 AM to 2 PM except Saturdays.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

Therefore, your Board of Directors recommends passing the resolution(s) set out in Item No. 10 as Special Resolution for Shifting of Registered office from National Capital Territory of Delhi to State of Maharashtra and for altering Clause II of the Memorandum of Association of Company.

ITEM 11:

It is proposed to change the name of the Company as the Company is not doing well for quite some time and religious guru of the promoters suggested to change the name of the Company; it was decided by the Board to change the name of the Company from “MEWAT ZINC LIMITED” to “SIZE MASTERS TECHNOLOGY LIMITED”.

The Board of Directors of the Company had, at its meeting held on July 04, 2022 resolved that, the name of the Company be changed from “MEWAT ZINC LIMITED” to “SIZE MASTERS TECHNOLOGY LIMITED”, which was subsequently approved by the Central Registration Centre (CRC), Ministry of Corporate Affairs vide letter dated September 08, 2022 and accordingly Clause I (Name Clause) in the Memorandum of Association of the Company is to be altered by substituting the same with New Clause I i.e.

Clause I – The name of the Company is SIZE MASTERS TECHNOLOGY LIMITED.

Therefore, the Board of Directors recommends passing the Special Resolution for the purpose of change of name of the Company.

None of the Directors are in any way concerned/interested or concerned in any way in the proposed Resolution.

ITEM 12:

The existing Memorandum of Association (MOA) is based on the erstwhile Companies Act, 1956. The Alteration of MOA is necessary to bring the existing MOA in line with the new Companies Act, 2013.

According to the new act, the Companies now have only Main Business and ancillary and incidental Business to the attainment of Main Business, therefore it is important to alter and adopt the new set of Memorandum of Association as per Companies Act, 2013. The new set of Memorandum of Association as per the Companies Act, 2013. The new set of MOA is based on Table-A of the Companies Act, 2013.

Since there is change in Management of the Company to meet the business strategy of the new management and to align the Main Object of the Company accordingly the members are requested to adopt change in Object close.

A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection at the registered office of the Company during the business hours on any working day between 11 am to 1.30 PM upto date of the Annual General Meeting.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is

concerned or interested, financially or otherwise, in the foregoing resolution.

ITEM 13:

The Articles of Association (“AOA”) of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new set of AOA to be substituted in place of the existing AOA. Copy of the draft Articles of Association of the Company would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day between 2 P.M. to 4 P.M. upto and including the date of AGM and also at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice.

By the order of the Board
For **MEWAT ZINC LIMITED**

Sd/-

Aishwarya Parwal
Company Secretary
Membership No. ACS 67170

Regd. Office:

S. No. 4873/5 SF Phatak Namak
Hauz Qazi Delhi Central Delhi,
DL 110006 IN
CIN : L27204DL1991PLC046120

Date: 05/09/2022

Place : Pune

Annexure to the Notice

PURSUANT TO REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ISSUED BY ICSI, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED IS FURNISHED BELOW:

Particulars	Mr. Gopal Zanwar (DIN:09537969))	Mr. Kiran Zanwar (DIN: 09653402)	Ms. Sysha Kumar (DIN: 01670699)	Mr. Rajvirendra (DIN:06770931)
Date of Birth	24.10.1973	28.10.1979	25.03.1975	05.04.1989
Date of Appointment	04.07.2022	04.07.2022	04.07.2022	04.07.2022
Qualifications	Graduate	Graduate	F.CS,	FCS, M.COM
Expertise in specific functional areas	Mechanical Engineering, Operations and Business Management	Mechanical Engineering, Operations and Business Management	Secretarial Compliance and Finance	Secretarial and Legal
Inter-se relationship between directors and key managerial personnel	-	-	-	-
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	-	-	-	Keerti Knowledge And Skills Limited
listed entities from which the person has resigned in the past three years	-	-	-	-
Memberships / Chairmanships of committees of other public companies	-	-	-	-
Number of equity shares held in the Company	2905730	40000	-	-

By the order of the Board
For **MEWAT ZINC LIMITED**

Sd/-

Aishwarya Parwal
Company Secretary
Membership No. ACS 67170

Regd. Office:
S. No. 4873/5 SF Phatak Namak
Hauz Qazi Delhi Central Delhi,
DL 110006 IN
CIN : L27204DL1991PLC046120

Date: 05/09/2022
Place : Pune

DIRECTORS' REPORT and Management Discussion & Analysis

To
The Members,
Your Directors present the 29th Annual Report together with Audited Financial Statements of your Company for the financial year ended on 31st March, 2022.

FINANCIAL HIGHLIGHTS

The summarized financial results of the Company for the financial year 2021-22 are as under:-

	(Amount in Rs.)	
Particulars	2021-22	2020-21
Revenue from Operations and Other Income	83,81,068	63,43,800
Total Expenditure	81,05,940	61,44,162
Profit before Interest, Depreciation & Tax	2,75,128	1,99,638
Interest Cost	0	0
Depreciation	0	0
Profit/(Loss) after Dep. And before Tax	2,75,128	1,99,638
Provision for -Current Tax (Net)	75,000	51,906
-MAT Credit Entitlement	0	0
-Deferred Tax	0	0
Prior Period Tax Adjustment	0	0
Net Profit/(Loss) for the year after tax	2,00,128	1,47,732
Refund of Income Tax	0	0
Balance brought forward from previous year	(37,97,683)	(38,15,631)
Other Reserve	0	0
Balance carried to Balance Sheet	(35,97,556)	(37,97,683)
Earnings per Share:-		
(i)Basic	0.05	0.04
(ii)Diluted	0.05	0.04

DIVIDEND

The Directors do not recommend any dividend on the equity shares for the year ended on 31st March, 2022.

TRANSFER TO RESERVE

The Directors has decided not to transfer any amount to reserve and decide to retain all the profits under surplus account.

COVID-19 IMPACT

The outbreak of coronavirus (COVID-19) has caused significant disruption and slow-down of economic activities during the last two years. The year 2021 started on a positive note with strong signs of recovery after the first wave of COVID-19. However, the second wave again disrupted the market, led by localized lockdowns and a dampened consumer sentiment. Repeated waves of infection, supply-chain disruptions during the year and more recently, inflation and geo-political tensions have created challenging times for the industry in general. The successful roll-out of the world's largest vaccination drive has limited the negative economic impact of successive waves of infection. The note on the impact of the outbreak of COVID-19 pandemic on the areas of business has been provided in notes to the financial statements.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report of your company for the financial year ended on 31st March, 2022 is as under:

(a) Industry Structure and Development

Your Company is engaged in the trading activities and management expects that there is huge scope of development and growth inspite of competitive market conditions.

The unprecedented outbreak of COVID-19 impacted the global economy and human life, making it a very challenging environment for all the businesses. The changes forced on people and businesses by the pandemic are likely to last forsometimeandestablishedwaysofdoingbusinessmayundergochangesleadingtonewwaysofworking.

Your Company was able to successfully manage immediate challenges of re-establishing normalcy in business

operations and Company's assessments, strategies and prospects outlined in this report are to be read in the context of the evolving situation. During the current financial year the company has made turnover of Rs.83.81 lakhs.

(b) Opportunities and Threats

The Company envisages huge growth in the trading activities sector. But increased cost of purchases, competitive market conditions and low margins are the major threats in the trading industry.

(c) Segment-Wise and Product-Wise Performance

The Company operates in single segment. Therefore, no Segment-Wise and Product-Wise performance is done by the Company.

(d) Outlook

The COVID-19 Pandemic continues to infect the global population even after more than a year of its outbreak, resulting in continued un-certainties in the global economic and the telecom market scenario. During such a situation, predicting the industry is difficult and hence need to be viewed in that context. Assessing the extent of delays and slowdown in the projected Market growth is currently not feasible and hence Industry outlook at a steady state.

(e) Risk and Concerns

The Company has constituted a committee of Directors to identify, monitor and minimize the risk and also to identify the business opportunities. The growth of your Company's portfolio is linked to the overall economic growth. Primary risk to the business will be on account of adverse changes to the economy. Further, the changes in consumer behavior, buying patterns and working environment arising due to COVID-19 pandemic may pose some challenges for the businesses.

(f) Internal Control Systems and its Adequacy

The Company is availing the services of independent professional to carry out the internal audit and ensure that recording and reporting of all transactions is adequate and proper. The necessary measures are taken to update the internal control system. The system also ensures that all the transactions are appropriately authorised, recorded and reported. All the measures are regularly reviewed by the management and necessary improvements are done.

(g) Discussion on Financial Performance with respect to Operational Performance

The financial performance during the current financial year in terms of sales has been moderate. The Company has earned profit of Rs.200,128/- during the year under review.

(h) Material Development in Human Resources/Industrial Relations

The Company recognized the significance of human values and ensures that proper encouragement is given to the employees of the Company to motivate them. Employee's relations continued to be cordial throughout the year in the company.

(i) Details of Significant Changes in key financial ratios:

There has been no significant changes in key financial ratios.

(j) Cautionary Statement

The Statements in the "Management Discussion and Analysis Report" describe the Company's objectives, estimates and expectations, which may be a forward looking statement within the meaning of applicable laws, rules and regulations. The actual results may differ from those expressed or implied, depending upon the economic conditions and policies of the Government. Important factors that could make a difference to your Company's operations include competitive actions, disruptions caused by pandemic and natural calamities, changes in Government regulations, tax regimes, economic developments in India and other incidental factors.

OPERATIONS

During the year under review, the Company continued to carry on trading activities. Total revenue from the trading activities and other income amounted to Rs.8,381,068/- as against Rs.6,343,800/- in the previous year. Net profit after Depreciation and taxes has been Rs.200,128 /- as against Rs.147,732/- during the previous year. The Directors are expecting better performance in the coming year.

THE STATE OF AFFAIRS OF THE COMPANY

The state of affairs of the Company is on the improvement track. The Directors are hopeful that in the coming years the financial strength will improve further.

CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of Business during the financial year under review.

FINANCE

(i) Share Capital

The paid-up Equity Share Capital as on 31st March, 2022 was 4.00 Crore. During the year under review, the

Company has not issued any shares with differential voting rights nor granted stock options nor sweat equity.

(ii) Fixed Deposits

The Company is not accepting any fixed deposits from the public. There are no fixed deposits remaining unpaid/unclaimed with the Company as on 31st March, 2022.

(iii) Particulars of loans, guarantees or investments

The particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 may be taken as Nil.

MATERIAL CHANGES & COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes or any other commitments which may affect the financial position of the Company.

RELATED PARTY TRANSACTIONS

During the year, Company did not enter into any contract / arrangement / transactions with Related Parties referred in Section 188 (1) of the Companies Act, 2013 read with the rules made thereunder. In accordance with Ind AS-24, the Related Party Transactions are disclosed under Financial Statements.

The details of Related Party Policy is available on following link:-

<http://mewatzinc.com/data/documents/Policy-on-Related-Party-Transactions.pdf>

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There are no significant and material orders passed by the Regulators/ Courts which would impact the going concern status of the Company and its future operations.

LISTING OF SHARES

The Equity Shares of the Company are listed with the BSE Ltd., and the Calcutta Stock Exchange Limited. The Company has paid the annual listing fees to the BSE Limited for the year 2021-22.

SHARE TRANSFER SYSTEM

The request regarding physical share transfers and share certificates should be addressed to Registrar and Transfer Agent. Such requests are processed within stipulated time from the date of receipt provided documents meet the stipulated requirement of statutory provisions in all respect. The share certificates duly endorsed are returned immediately to the shareholder by RTA. The details of transfer and transmission are placed before the Stakeholders Relationship Committee from time to time and the Board for noting and confirmation.

DIRECTORS

(i) Retirement by rotation

In accordance with the applicable provisions of the Companies Act, 2013 and Articles of Association of the Company, Ms. Neena Gupta retires by rotation and is eligible for re-appointment.

(ii) Declarations by Independent Directors and re-appointment, if any

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

(iii) Board Meetings

During the year, Six (6) Board Meetings and Four (4) Audit Committee Meetings were convened and held. The details are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

(iv) Independent Directors Meeting

During the Financial Year 2021-2022 one meeting of the Independent Directors was held on 30.03.2022 to discuss the evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole, evaluation of the performance of the Chairman of the Company taking into account the views of the executive and non-executive Directors and evaluation of the quality, content and timeliness of the flow of information between the management and Board which is necessary for the Board to perform its duties.

(v) Details of Directors or KMP appointed/ re-appointed/ resigned during the financial year.

During the year under review, due to covid-19 complications Mr. Neeraj Sobti, has been ceased from the position of Independent Directorship and Mrs. Purnima Aggarwal and Mr. Ashok Agarwal has been appointed as Independent Director for a term of 5 years.

Further Mr. Gopal Ramcharndra Zanwar appointed as executive Director of the Company subject to the approval of

the Shareholders in the upcoming general meeting.

COMPANY POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Company has formulated a remuneration policy which provides the manner of selection of Board of Directors, KMP and their remuneration. In case of appointment of independent Directors, the Nomination and Remuneration Committee shall satisfy itself with regard to independent nature of the Directors viz-a-viz the company so as to enable the Board to discharge its performance and duties effectively. The Policy is also available on the website of the company at the following link <http://mewatzinc.com/data/documents/Nomination-and-Remuneration-Policy.pdf>

STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the company. However, pursuant to section 134(3)(n) of the Companies Act, 2013 and Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has constituted a Business Risk Management Committee. At present the Company has not identified any element of risk in the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of the section 134(3)(c) of the Companies Act, 2013:

- (i) That in the preparation of the annual financial statements for the year ended March 31, 2022 the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) That such accounting policies, as mentioned in the Notes to the Financial Statements, have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2022 and of the profit of the Company for the year ended on that date;
- (iii) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the annual financial statements have been prepared on a going concern basis;
- (v) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (vi) That proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

ESTABLISHMENT OF VIGIL MECHANISM

The Company has a Vigil Mechanism named as Whistle Blower Policy to deal with the instances of fraud and Mismanagement, if any. The Company has constituted a committee to look into complaint raised.

AUDITORS

(i) Statutory Auditors

M/s GGPS and Associates, Chartered Accountants (FRN: 032345N), were appointed as the statutory auditors of the Company based on their consent and certificate furnished by them in terms of Section 141 of the Companies Act, 2013, upto the conclusion of 31st Annual General Meeting to be held in the year 2024.

(ii) Auditors Report:

There were no frauds reported by the statutory auditor to the audit committee or the board under section 143 of the act.

The observations made in the auditor's report read together with relevant notes thereon are self-explanatory and hence do not call for any further comments from the Directors under section 134 (3) (f) of the Companies Act, 2013.

(iii) Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed CS Baldev Singh Kashtwal, a Company Secretary in Practice, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is annexed herewith as "Annexure-A."

(iv) Internal Auditors

The Company has appointed M/s Manish Rustagi & Associates Chartered Accountants, New Delhi as internal auditors of the company pursuant to section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014.

(v) Maintenance of Cost Records and Cost Audit

Maintenance of Cost Records and Cost Audit as per Section 148(1) the Companies Act, 2013 read with applicable rules is not applicable to the Company for the Financial Year 2021-22

COMPOSITION OF AUDIT COMMITTEE

The Company has constituted an Audit Committee and the composition of the same is mentioned below:

Name of the Director	Category
Shri Virender Goel	Chairman
Shri Ashok Agarwal	Member
Ms. Neena Gupta	Member

INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS INCLUDING INDEPENDENT DIRECTORS

The Nomination and Remuneration Committee constituted in compliance with section 178 of the Companies Act, 2013 read with relevant rules framed there under and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has laid down a framework for the evaluation of the performance of the Directors including Independent Directors and the Committees of the Board.

SUBSIDIARY, JOINT VENTURES OR ASSOCIATES COMPANIES

The company does not have any subsidiary, joint venture or associate company.

DISCLOSURE OF RELATIONSHIP BETWEEN THE DIRECTORS

Mr. Jai Prakash Gupta, Chairman & Managing Director and Ms. Neena Gupta, Director & CFO are related to each other. Other Directors are not related to each other in anyway.

DETAIL OF FAMILIARIZATION PROGRAMME OF THE INDEPENDENT DIRECTORS

During the year under review one familiarization Programme was conducted for the independent Directors of the Company. The details are available at <http://mewatzinc.com/data/documents/Code-of-Conduct-for-Board-Members-and-Senior-Management.pdf>

CORPORATE GOVERNANCE

A Report on Corporate Governance along with a Certificate from the Auditors of the Company regarding compliance of the conditions of Corporate Governance pursuant to Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as Annexure-B.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Since there were no manufacturing operations during the year, information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is not applicable.

ANNUAL RETURN

Further, As per the requirements of Section 92(3) of the Act and Rules framed thereunder a copy of the Annual Return of the Company containing the particulars prescribed u/s 92 of the Companies Act, 2013, as they stood on the close of the financial year i.e. 31st March, 2022 is uploaded on the website of the Company.

NUMBER OF COMPLAINTS RECEIVED AND DISPOSED OF DURING THE YEAR AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year under review the company has not received any complaint as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

PARTICULARS OF EMPLOYEES

The provisions of Section 197 read with rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring particulars of the employees to be disclosed in the Report of Board of Directors are not applicable to the Company as none of the employees was in receipt of remuneration in excess of Rs.1.20 Crore per year during the financial year 2021-22.

SECRETARIAL STANDARDS

The directors state that the applicable secretarial standards, i.e. SS-1 and SS-2 relating to "Meetings of Board of

Directors and General Meetings", respectively have been duly followed by the Company.

CORPORATE SOCIAL RESPONSIBILITY

The Company has formulated a CSR Policy pursuant to the provisions of the section 135 of the Companies Act, 2013 read with rules framed thereunder. At present the provisions are not applicable to the company. As and when these provisions become applicable, necessary steps will be taken to comply with the same.

ACKNOWLEDGEMENT

The Directors of the Company wish to thank all the concerned agencies, bankers and the employees for the co-operation, assistance and support. The Directors also duly acknowledge the trust and confidence the shareholders and investors have reposed in the Company.

By the order of the Board
For **MEWAT ZINC LIMITED**

Sd/-

JAI PRAKASH GUPTA
CHAIRMAN & MANAGING DIRECTOR
DIN:00253529

Date : July 4, 2022
Place:New Delhi

"Annexure - A" to the Board Report

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2022**

[Pursuant to section 204(1) of the Companies Act, 2013 read with Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Members,
MewatZincLimited
1/24,BansiHouse,
AsafAliRoad,
NewDelhi-110002

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mewat Zinc Limited (hereinafter called "the Company"). The secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Mewat Zinc Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 complied with the statutory provisions listed hereunder and also that the company has proper Board - Processes and Compliance - Mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:-

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Mewat Zinc Limited ("the Company") for the financial year ended on 31st March, 2022 according to the provisions of:-

- (i) The Companies Act, 2013 ("the Act") and rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment, and External Commercial Borrowings. (Not applicable to the Company during the Financial Year 2021-2022);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during the Financial Year 2021-2022);

- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (up to August 2021) and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (w.e.f. August, 2021) (Not applicable to the Company during the Financial Year 2021-2022);
 - (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (up to August, 2021) and Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 (w.e.f. August, 2021); (Not applicable to the Company during the Financial Year 2021-2022);
 - (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (up to August, 2021) and Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 (w.e.f. August, 2021); (Not applicable to the Company during the Financial Year 2021-2022);
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the company during the Financial Year 2021-2022);and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the Financial Year 2021-2022);
 - (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable);
- (vi) Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.
 - (vii) Industrial Dispute Act, 1947;
 - (viii) Minimum Wages Act, 1948;
 - (ix) Negotiable Instrument Act, 1881; and
 - (x) Other Applicable Labour Laws.

I have also examined the compliance with respect to the applicable clauses of the following:-

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India; and
- (ii) The Uniform Listing Agreements entered into by the Company with BSE Ltd.

During the period under review, the company has complied with the provisions of the Act, Rules, Regulations, guidelines, standards etc. mentioned above.

I further report that the compliance by the Company of applicable fiscal laws, such as direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by the statutory auditors.

I further report that:-

- The Board of Directors of the Company is duly constituted with proper balance of Promoters, Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;

- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting; and
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:-

- (i) Public/Rights/Preferential Issue of Shares/Debture/Sweat Equity;

However Mr. Gopal Ramchandra Zanwar, Mrs. Kiran Sham Sunder Zanwar and Mayur Shrikant Zanwar have acquired 2985230 Equity Shares from the existing Promoters of the Company pursuant to Share Purchase Agreement (SPA) dated 07/02/2022 in compliance of applicable provisions of SEBI Regulations during the year.

- (ii) Redemption/Buy-back of Securities;
- (iii) Major decisions taken by the members in pursuant to section 180 of the Companies Act, 2013;
- (iv) Merger/Amalgamation/Reconstruction etc.;
- (v) Foreign Technical Collaborations.

Place: Delhi
Dated: July 4, 2022

Sd/-
CSBALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
FCSNO.3616, C.P.NO.3169
ICSI – Peer Review Certificate No. : 1205/2021
ICSI-UDIN:F003616D000561536
ICSI- Unique Identification No.: I1999DE144000

Note: This report is to be read with my letter of even date which is annexed as an "Annexure-A" and forms an integral part of this report.

Annexure-A

The Members
Mewat Zinc Limited
1/24, Bansi House,
Asaf Ali Road,
New Delhi-110002

I report that:-

- a) Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

- b) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide reasonable basis for my opinion.
- c) I have not verified the correctness and appropriateness of the financial statements of the Company.
- d) I have obtained the management representation about the compliance of laws, rules and regulations, wherever required.
- e) The compliance of the provisions of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on a random test basis.
- f) The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Delhi
Dated: July 4, 2022

Sd/-
CSBALDEV SINGH KASHTWAL
PRACTISING COMPANY SECRETARY
FCSNO.3616, C.P.NO.3169
ICSI – Peer Review Certificate No. : 1205/2021
ICSI-UDIN:F003616D000561536
ICSI- Unique Identification No.: I1999DE144000

“Annexure - B” to the Board Report

**CERTIFICATION BY CHAIRMAN AND MANAGING
DIRECTOR (CMD) AND CHIEF FINANCIAL OFFICER
(CFO) TO THE BOARD
(UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)**

We, Jai Prakash Gupta, (Chairman and Managing Director) and Neena Gupta, Director, Chief Financial Officer of Mewat Zinc Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b) These statements together present a true and fair view of the state of affairs of the company and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept overall responsibility for establishing and maintaining internal control for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness, of internal control. The internal auditor works with all levels of management and statutory auditors and reports significant issues to the audit committee of the Board. The auditors and audit committee are appraised of any corrective action taken with regard to significant deficiencies in the design or operation of internal controls.
4. We indicate to the auditors and to the audit committee:
 - a) Significant changes in internal control over financial reporting during the year;
 - b) Significant changes in accounting policies during the year; and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware of and which involve management or other employees having significant role in the company's internal control system and financial reporting. However, during the year there was no such instance.

Place : New Delhi

Date : 23/05/2022

Sd/-
Jai Prakash Gupta
Chairman & Managing
Director
(DIN : 00253529)

Sd/-
Neena Gupta
Director &
CFO
(DIN : 00253592)

INDEPENDENT AUDITOR’S REPORT

To,
The Members of:-
Mewat Zinc Limited
New Delhi

Report on the Standalone Indian Accounting Standards (IND AS) Financial Statements

Opinion

We have audited the accompanying Standalone Indian Accounting Standards (IND AS) financial statements of **Mewat Zinc Limited** (“the company”), which comprise the Balance Sheet as at 31 March 2022, the Statement of Profit and Loss (including other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, its Profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independent requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises Board’s Report including Annexures to Board’s Report, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the

Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the company are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing

of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on other Legal and Regulatory Requirements

1. As required by the companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of sub-section (11) of the section 143 of the Act ("the Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in "Annexure-A" a statement on matters specified in paragraphs 3 and 4 of the said Order.

2. As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e) On the basis of written representations received from the directors as on 31 March, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2022, from being appointed as a director interms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-B". Our Report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations, which would affect its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities 'Intermediaries', with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - v. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities 'Funding Parties', with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party 'Ultimate Beneficiaries' or provide any guarantee, security or the like on behalf of the

Ultimate Beneficiaries; and

- vi. Based on our audit procedures, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) and (v) contain any material misstatement.
- vii. The Company has not declared any dividend during the year.

For **GGPS & Associates**
Chartered Accountants
(Firm Reg. No032345N)

Sd/-
(CA. Gaurav Gupta)
F.C.A
Partner

Membership No.524688
UDIN: 22524688AJKFJA1988

Place: Delhi

Dated: May 23, 2022

“Annexure A” to the Independent’s Auditor’s Report

Referred to the heading of “Report on Other Legal and Regulatory Requirements” of the Independent Auditor’s Report on even date to the members of Mewat Zinc Limited on the Standalone IndAS financial Statements as of and for the year ended 31st March, 2022.

- I. (a) A. The Company is maintaining proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- B. The Company is maintaining proper records showing full particulars of intangible assets
- (b) As per the information and explanation given to us and records examined by us, these Property, Plant and Equipment have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of examination of the records of the Company, the title deeds of all the immovable properties disclosed in the financial statements are held in the name of the company.
- (d) the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (f) As per the information and explanation given to us and records examined by us, The Company has no Property, Plant and Equipment or intangible assets.
- II. (a) As per the information and explanation given to us and based on examination of records of the company, inventories have been physically verified by the Management at reasonable intervals in accordance with its program and no material discrepancies were noticed on such physical verification by the management.
- (b) As per the information and explanation given to us and based on examination of records of the company, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. (The Company has no working Capital Limit from Bank or Financial Institutions)
- III. During the year the company has not made any investments in, nor provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.
- IV. As per the information and explanation given to us and based on examination of records of the company in respect of loans, investments, guarantees, and security, whether provisions of sections 185 and 186 of the Companies Act have been complied.
- V. As per the information and explanation given to us and based on examination of records of the company in respect of deposits accepted by the company or amounts which are deemed to be deposits, whether the

- directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules made thereunder, where applicable, have been complied.
- VI. As per the information and explanation given to us and based on examination of records of the company maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
- VII. (a) As per the information and explanation given to us and based on examination of records of the company, the company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
(b) As per the information and explanation given to us and based on examination of records of the company, No statutory dues referred to in sub-clause (a) have been pending.
- VIII. As per the information and explanation given to us and based on examination of records of the company, No transactions which are not recorded in the books of account, have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- IX. (a) As per the information and explanation given to us and based on examination of records of the company, The company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
(b) As per the information and explanation given to us and based on examination of records of the company, the company is not declared as wilful defaulter by any bank or financial institution or other lender;
(c) As per the information and explanation given to us and based on examination of records of the company, term loans were applied for the purpose for which the loans were obtained (No Term Loan)
(d) As per the information and explanation given to us and based on examination of records of the company, No funds raised on short term basis have been utilised for long term purposes.
(e) As per the information and explanation given to us and based on examination of records of the company, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures,
(f) As per the information and explanation given to us and based on examination of records of the company, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- X. (a) As per the information and explanation given to us and based on examination of records of the company, moneys raised by way of initial public offer or further public offer (including debt instruments) during the year were applied for the purposes for which those are raised (No initial public offer or further public offer (including debt instruments) during the year).
(b) As per the information and explanation given to us and based on examination of records of the company, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- XI. (a) As per the information and explanation given to us and based on examination of records of the company, no fraud by the company nor any fraud on the company has been noticed or reported during the year.
(b) As per the information and explanation given to us and based on examination of records of the company, No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
(c) As per the information and explanation given to us and based on examination of records of the company, No whistle-blower complaints has been received,
- XII. (a) As per the information and explanation given to us and based on examination of records of the company, the Company is not a Nidhi Company and this clause is not applicable.
(b) As per the information and explanation given to us and based on examination of records of the company, the Company is not a Nidhi Company and this clause is not applicable.
(c) As per the information and explanation given to us and based on examination of records of the company, the Company is not a Nidhi Company and this clause is not applicable.
- XIII. As per the information and explanation given to us and based on examination of records of the company, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed in the financial statements, etc., as required by the applicable

- accounting standards.
- XIV. (a) As per the information and explanation given to us and based on examination of records of the company, the company has an internal audit system commensurate with the size and nature of its business.
(b) we have considered the report of internal auditors for the year.
- XV. As per the information and explanation given to us and based on examination of records of the company, The company has not entered into any non-cash transactions with directors nor persons connected with him. The provisions of section 192 of Companies Act have been complied.
- XVI. (a) As per the information and explanation given to us and based on examination of records of the company, The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934)
(b) As per the information and explanation given to us and based on examination of records of the company, The company has not conducted any NonBanking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
(c)As per the information and explanation given to us and based on examination of records of the company, The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
(d) As per the information and explanation given to us and based on examination of records of the company, the Company is not a Core Investment Company (CIC)and this clause is not applicable.
- XVII. The company has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- XVIII. There has been no resignation of the statutory auditors during the year.
- XIX. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- XX. (a) As per the information and explanation given to us and based on examination of records of the company, Schedule VII to the Companies Act is not applicable to this Company.
(b) As per the information and explanation given to us and based on examination of records of the company, subsection (5) and sub-section (6) of section 135 of the Companies Act are not applicable to this Company.
- XXI. There have not been any qualifications or adverse remarks.

For **GGPS & Associates**
Chartered Accountants
(Firm Reg. No032345N)

Sd/-
(CA. Gaurav Gupta)
F.C.A
Partner

Membership No.524688
UDIN : 22524688AJKFJA1988

Place: Delhi
Dated: May 23, 2022

“Annexure B” to the Independent’s Auditor’s Report

Referred to in paragraph under the heading of “Report on Other Legal and Regulatory Requirements” of our Independent Auditors report of even date to the members of Mewat Zinc Limited on the standalone Ind AS financial Statement for the year ended 31st March, 2022

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Mewat Zinc Limited** (“the Company”) as of 31 March 2022 in conjunction with our audit of the Standalone Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by ICAI and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding there liability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s as sets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **GGPS & Associates**
Chartered Accountants
(Firm Reg. No032345N)

Sd/-
(CA. Gaurav Gupta)
F.C.A
Partner

Membership No.524688
UDIN : 22524688AJKFJA1988

Place: Delhi
Dated: May 23, 2022

BALANCE SHEET AS AT 31ST MARCH, 2022

(Amount in `)

Particulars	Note No	Figures as at the end of current reporting Period	Figures as at the end of previous reporting Period
		As at 31st March, 2022	As at 31st March, 2021
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment		-	-
(b) Capital work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible assets		-	-
(f) Intangible assets under development		-	-
(g) Biological Assets other than bearer plants		-	-
(h) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Loans		-	-
(i) Deferred tax assets (net)		-	-
(j) Other non-current assets		-	-
Current assets			
(a) Inventories	I	3,63,12,301	3,77,97,966
(b) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Cash and cash equivalents	II	2,10,659	5,01,411
(iv) Bank balances other than(iii) above		-	-
(v) Loans		-	-

Mewat Zinc Limited

(vi) Others (to be specified)		-	-
(c) Current Tax Assets (Net)	III	3,62,644	3,86,330
(d) Other current assets		-	-
Total Assets		3,68,85,605	3,86,85,708
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	IV	4,00,00,000	4,00,00,000
(b) Other Equity	V	(35,97,556)	(37,97,683)
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings		-	-
(ia) Lease Liabilities			
(ii) Trade payables :-		-	-
(A) Total outstanding dues of micro enterprises and small enterprises			
(B) Total outstanding dues of Creditors other than micro enterprises and small enterprises			
(iii) Other financial liabilities (other than those specified in item (b), to be specified)		-	-
(b) Provisions	VI	4,00,341	4,00,341
(c) Deferred tax liabilities (Net)	VII	1,819	8,050
(d) Other non-current liabilities		-	-
Current liabilities			
(a) Financial Liabilities		-	-
(i) Borrowings	VIII	-	20,00,000
(ia) Lease Liabilities			
(ii) Trade payables		-	-
(A) Total outstanding dues of micro enterprises and small enterprises			
(B) Total outstanding dues of Creditors other than micro enterprises and small enterprises			

Mewat Zinc Limited

(iii) Other financial liabilities (other than those specified in item (c))		-	-
(b) Other current liabilities		-	-
(c) Provisions	IX	81,000	75,000
(d) Current Tax Liabilities (Net)		-	-
Total Equity and Liabilities		3,68,85,604	3,86,85,708
Accompanying notes to the financial statements	XIV	0	0

Notes I to XIV forming part of Balance Sheet and Profit and Loss Account.

Gaurav Surendra Gupta & Associates

Chartered Accountants

Firm Regn . No. 032345N

Sd/-

Sd/-

Sd/-

Sd/-

Gaurav Gupta

Varsha Joshi

(J. P. Gupta)

(Neena Gupta)

Partner

Company
Secretary

Chairman & Managing
Director

Director & CFO

Membership No. 524688

M.No35141

DIN 00253529

DIN 00253592

Place : New Delhi

Date : 23.05.2022

UDIN:- 22524688AJKFJA1988

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(Amount in `)

	Particulars	Note No.	Figures for the current repoting period	Figures for the previous repoting period
I.	Revenue from operations	X	83,81,068	63,43,800
II.	Other Income		-	-
III.	Total INCOME (I+II)		83,81,068	63,43,800
IV.	Expenses:			
	Cost of materail consumed		-	-
	Purchase of Stock-in -Trade		47,13,996	63,45,780
	Changes in inventories of finished goods Stock-in-Trade and work-in-progress	XI	14,85,665	(23,84,401)
	Employee benefits expense	XII	4,83,000	6,84,000
	Finance costs		-	-
	Depreciation and amortization expenses		-	-
	Other expenses	XIII	14,23,279	14,98,784
	Total Expenses		81,05,940	61,44,162
V.	Profit / (Loss) before exceptional items and tax (I-IV)		2,75,128	1,99,638
VI.	Exceptional items		-	-
VII.	Profit / (Loss) after exceptional items and before tax (V-VI)		2,75,128	1,99,638
VIII	Tax Expense:			
	(1). Current tax		75,000	51,906
	(2). Deferred tax		-	-
IX	Profit(loss) for the period from continuing operations (VII-VIII)		2,00,128	1,47,732
X	Profit(loss) from discontinuing operations		-	-
XI	Tax expense of discontinuing operations		-	-
XII	Profit (Loss) from discontinuing operations (after tax) (X -XI)		-	-
XIII	Profit(loss) for the period (IX+XII)		2,00,128	1,47,732

Mewat Zinc Limited

XIV	Other Comprehensive Income			
	A. (i) Item that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B. (i) Item that will be classified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV	Total Comprehensive Income for the period (XIII+ XIV) comprising profit (Loss) and other comprehensive income for the period		2,00,128	1,47,732
XVI	Earning per equity share (for continuing operation):			
	(1) Basic		0.05	0.04
	(2) Diluted		0.05	0.04
XVII	Earning per equity share (for discontinued operation):			
	(1) Basic		-	0.000
	(2) Diluted		-	0.000
XVII	Earning per equity share (for discontinued & continuing operation):			
	(1) Basic		0.05	0.04
	(2) Diluted		0.05	0.04
	Notes to Accounts and Accounting Policies	XIV		

Notes I to XIV forming part of Balance Sheet and Profit and Loss Account.

Gaurav Surendra Gupta & Associates

Chartered Accountants

Firm Regn . No. 032345N

Sd/-

Sd/-

Sd/-

Sd/-

Gaurav Gupta

Varsha Joshi

(J. P. Gupta)

(Neena Gupta)

Partner

Company
Secretary

Chairman & Managing
Director

Director & CFO

Membership No. 524688

M.No35141

DIN 00253529

DIN 00253592

Place : New Delhi

Date : 23.05.2022

UDIN:- 22524688AJKFJA1988

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2022

Particulars	Year Ended 31st March, 2022	Year Ended 31st March, 2021
(A) Cash Flow from Operating Activities		
Net Profit Before Tax and Extraordinary items	2,75,128	1,99,638
Adjustment for:		
Depreciation and amortisation Expenses	-	-
Deferred Assets Written Off	-	7,36,000
Operating Profit Before Working Capital Changes	2,75,128	9,35,638
Working Capital Adjustments:		
(Increase) /Decrease in Trade and other receivable	-	-
(Increase) /Decrease in Inventories	14,85,665	(23,84,401)
Increase /(Decrease) in Trade and other Payable	6,000	(46,600)
Cash Generated from Operations	17,66,793	(14,95,364)
Direct Taxes Paid	(75,000)	(50,000)
Direct Taxes Paid (Old)	(8,137)	(94,784)
Receipt from Income Tax	-	-
GST Advance Payment	25,592	(1,04,532)
Net Cash From Operating Activities	17,09,248	(17,44,680)
(B) Cash Flow from Investing Activities		
Purchase of Fixed Assets and other Capital Expenditure	-	-
Sale of Fixed Assets	-	-
Sale of Investments	-	-
Interest Income	-	-
Net Cash From Investing Activities	-	-

(C) Cash Flow from Financing Activities			
Proceeds from Long Term Borrowing (Bank)		-	-
Proceeds from Long Term Borrowing (Other)		-	-
Proceeds from Short Term Borrowing (Director)		(20,00,000)	20,00,000
Receipt from Income Tax		-	-
Payment of ITAT		-	-
GST		-	-
Repayment of Long Term Borrowing (Bank)		-	-
Repayment of Long Term Borrowing (Other)		-	-
Net Cash From Financing Activities		(20,00,000)	20,00,000
Net Change in Cash and Cash Equivalents (A+B+C)		(2,90,752)	2,55,320
Cash and Cash Equivalents as at 1st April (Opening Balance)		5,01,411	2,46,091
Cash and Cash Equivalents as at 31st March (Closing Balance)		2,10,659	5,01,411
as per bs		2,10,659	5,01,411
		-	-

Notes I to XVII forming part of Balance Sheet and Profit and Loss Account.

Gaurav Surendra Gupta & Associates

Chartered Accountants

Firm Regn . No. 032345N

Sd/-

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Gaurav Gupta

Varsha Joshi

(J. P. Gupta)

(Neena Gupta)

Partner

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Secretary

Chairman & Managing
Director

Director & CFO

Membership No. 524688

M.No35141

DIN 00253529

DIN 00253592

Place : New Delhi

Date : 23.05.2022

UDIN:- 22524688AJKFJA1988

STATEMENT OF CHANGES IN EQUITY MEWAT ZINC LIMITED

Statement of Changes in Equity for the period ended 31.03.2022

A. Equity Share Capital

(1) Current reporting period								Amounts in Rs
Balance at the beginning of the current reporting period	Changes in equity share capital due to prior period errors		Restated balance at the Beginning of the current reporting period		Changes in equity share capital during the current year		Balance at the end of the current reporting period	
40000000	0		40000000		0		40000000	
(2) Previous reporting period								
Balance at the beginning of the Previous reporting period	Changes in equity share capital due to prior period errors		Restated balance at the Beginning of the Previous reporting period		Changes in equity share capital during the Previous year		Balance at the end of the Previous reporting period	
40000000	0		40000000		0		40000000	

B. Other Equity

(1) Current reporting Period													
Share application on money pending allotment	Equity component of compound financial instruments	Reserve and Surplus				Debt Instruments through other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign opera	Other items of Other Comprehensive Income (Specify nature)	Money received against Share Warrants	Total
		Capital Reserve	Securities Premium	Other Reserves (Specify nature)	Retained Earnings								

Mewat Zinc Limited

												tion			
Balance at the beginning of the current reporting period	-	-	15,000,000	-	-	(53,156,310)	-	-	-	-	-	-	-	-	(38,156,310)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive Income for the current year	-	-	-	-	-	2,001,128	-	-	-	-	-	-	-	-	2,001,128
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (Income tax)	-	-	-	-	-	(1,297,840)	-	-	-	-	-	-	-	-	(1,297,840)

Paid for 2014-15 under VSV)														
Balance at the end of the current reporting period	-	-	15,000,000	-	-	(52,45,287.11)	-	-	-	-	-	-	-	(37,45,287)

(2) Previous reporting Period														
	Share application on money pending allotment	Equity component of compound financial instruments	Reserve and Surplus				Debt Instruments through other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other Comprehensive Income (Specify nature)	Money received against Share Warrants	Total
			Capital Reserve	Securities Premium	Other Reserves (Specify nature)	Retained Earnings								
Balance at the beginning of the Previous reporting period	-	-	15,000,000	-	-	(53,15,631)	-	-	-	-	-	-	-	(38,15,631)
Changes in accounting policy or prior	-	-	-	-	-	-	-	-	-	-	-	-	-	-

period errors														
Restated balance at the beginning of the Previous reporting period	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive Income for the Previous year	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Any other change (Income tax Paid for 2014-15 under VSV)	-	-	-			(1,29,784)	-	-	-	-	-	-	-	(1,29,784)
Balance at the end of the Previous reporting period	-	-	15,00,000	-	-	(54,45,415.00)	-	-	-	-	-	-	-	(39,45,415)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS AS AT 31ST MARCH, 2022

Amount (₹)

Particulars	As at 31st March, 2022 Amount (Rs)	As at 31st March, 2021 Amount (Rs)
Note I		
Inventories		
(a) Raw Materials		
(b) Work in Progress		
(c) Finished Goods		
(d) Stock-in-trade (In respect of goods acquired for trading)	36312301	37797966
(e) Stores and Spares		
(f) Loose Tools		
(g) Others		
(Inventory Stock in trade valued at Cost or Net Relisable Value whichever is less by FIFO Method)		
	36312301	37797966
Note II		
Cash and cash equivalents		
Balances With Banks (Free balances In Current Account with Schedule Bank)	191802	468607
Cheques , drafts on hand	0	0
Cash on hand	18857	32804
Others	0	0
(a) Earmarked balances with banks	0	0
(b) Balances with banks to the extent held as margin money or security against the borrowings, guarantees, other commitments	0	0
(C) Repatriation restrictions, if any, in respect of cash and bank balances	0	0
	210659	501411
Note III		
Current Tax Assets (Net)		
Advance Tax	75000	50000
Provision for Tax	75000	51906
Net Income Tax (A)	0	-1906
IGST (Credit)	217812	158772
CGST (Credit)	72416	114732
SGST (Credit)	72416	114732
IGST (Cash)		
CGST (Cash)		
SGST (Cash)		
Net GST (B)	362644	388236

Total (A+B)

362644

386330

Note IV Equity Share capital				
Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Number of shares	Amount (Rs)	Number of shares	Amount (Rs)
(a) Authorised				
Class of Share Capital :-				
Equity shares of 10/- (Rupees Ten) each with voting rights	50,00,000	5,00,00,000	50,00,000	5,00,00,000
Preference shares	-	-	-	-
Total	50,00,000	5,00,00,000	50,00,000	5,00,00,000
(b) Issued				
Class of Share Capital :-				
Equity shares of 10/- (Rupees Ten) each with voting rights	40,00,000	4,00,00,000	40,00,000	4,00,00,000
Preference shares	-	-	-	-
Total	40,00,000	4,00,00,000	40,00,000	4,00,00,000
(b1) Subscribed and fully paid up				
Class of Share Capital :-				
Equity shares of 10/- (Rupees Ten) each with voting rights	40,00,000	4,00,00,000	40,00,000	4,00,00,000
Preference shares	-	-	-	-
Total	40,00,000	4,00,00,000	40,00,000	4,00,00,000
(b2) Subscribed but not fully paid up	-		-	-
Total	-		-	-

(c) Par Value per Share								
Issued, Subscribed and Fully Paid-up Equity Shares : Rs. 10/- each (Rupees ten Each) [31st March, 2022 Rs. 10/- each (Rs. ten each)]								
(d) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:								
Particulars	Opening Balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Other changes	Closing Balance
Equity shares with voting rights								
Issued Capital :-								
Year ended 31 March, 2022								

Mewat Zinc Limited

- Number of shares	40,00,000	-	-	-	-	-	-	40,00,000
- Amount (in Rupees `)	4,00,00,000	-	-	-	-	-	-	4,00,00,000
Year ended 31 March, 2021								
- Number of shares	40,00,000	-	-	-	-	-	-	40,00,000
- Amount (in Rupees `)	4,00,00,000	-	-	-	-	-	-	4,00,00,000
Equity shares with voting rights								
Subscribed and Fully Paid-up Capital :-								
Year ended 31 March, 2022								
- Number of shares	40,00,000	-	-	-	-	-	-	40,00,000
- Amount (in Rupees `)	4,00,00,000	-	-	-	-	-	-	4,00,00,000
Year ended 31 March, 2021								
- Number of shares	40,00,000	-	-	-	-	-	-	40,00,000
- Amount (in Rupees `)	4,00,00,000	-	-	-	-	-	-	4,00,00,000
(e) Details of the rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital :- The Company has only one class of Shares i.e. Equity Shares with voting rights. There is no other class of shares to which any specific rights, preferences and restrictions are attached								
(f) Details of shares held by the holding company, the ultimate holding company, their subsidiaries and associates:								
Particulars	Class of Shares : Equity shares with voting rights							
	Number of shares							
As at 31 March, 2022								
Holding company	Not Applicable as the company is not a Subsidiary of any Company							
Ultimate holding company	Not Applicable as the company is not a Subsidiary of any Company							
Subsidiaries of the holding company	Not Applicable as the company is not a Subsidiary of any Company							
Associates of the	Not Applicable as the company is not a Subsidiary of any							

holding company	Company							
Subsidiaries of the ultimate holding company	Not Applicable as the company is not a Subsidiary of any Company							
Associates of the ultimate holding company	Not Applicable as the company is not a Subsidiary of any Company							
As at 31 March, 2021	Number of shares							
Holding company	Not Applicable as the company is not a Subsidiary of any Company							
Ultimate holding company	Not Applicable as the company is not a Subsidiary of any Company							
Subsidiaries of the holding company	Not Applicable as the company is not a Subsidiary of any Company							
Associates of the holding company	Not Applicable as the company is not a Subsidiary of any Company							
Subsidiaries of the ultimate holding company	Not Applicable as the company is not a Subsidiary of any Company							
Associates of the ultimate holding company	Not Applicable as the company is not a Subsidiary of any Company							
(g) Details of shares held by each shareholder holding more than 5% shares:								
Class of shares / Name of shareholder	As at 31 March, 2022		As at 31 March, 2021					
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares				
Equity shares with voting rights								
J P Gupta (HUF)		0.00%	26,02,130	65.05%				
J P Gupta		0.00%	2,73,500	6.84%				
Gopal Ramcharndra Zanwar	29,05,230	72.63%						
(h) As at 31 March, 2022 :- Nil shares (As at 31 March, 2021 :- Nil shares) were reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestments, including the terms and amounts :-								
(a) Nil shares (As at 31 March, 2021 Nil shares) of NA each towards outstanding employee stock options granted / available for grant.								
(b) Nil shares (As at 31 March, 2021 Nil shares) of NA each towards outstanding share warrants.								
(c) Nil shares (As at 31 March, 2021 Nil shares) of NA each towards convertible securities [(Preference shares), convertible bonds / debentures (Long-term borrowings)]								
(i) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date:								

Particulars	Aggregate number of shares							
	As at 31 March, 2022	As at 31 March, 2021						
<u>Equity shares with voting rights</u>								
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil						
Fully paid up by way of bonus shares	Nil	Nil						
Shares bought back	Nil	Nil						
(j) Terms of any securities convertible into equity / preference shares issued along with the								
earliest date of conversion in descending order starting from farthest such date :-								
as at 31st March, 2022 : Nil								
as at 31st March, 2021 : Nil								
(k) Details of calls unpaid								
Particulars	As at 31 March, 2022		As at 31 March, 2021					
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)				
<u>Equity shares with voting rights</u>								
Aggregate of calls unpaid								
- by directors	Nil	Nil	Nil	Nil				
- by officers	Nil	Nil	Nil	Nil				
- by others	Nil	Nil	Nil	Nil				
(l) Details of forfeited shares								
Class of shares	As at 31 March, 2022		As at 31 March, 2021					
	Number of shares	Amount originally paid up	Number of shares	Amount originally paid up				
Equity shares with voting rights	Nil	Nil	Nil	Nil				
(m) Details of Shareholding of Promoters								

Shares held by promoters at the end of the year				% Change during the year				
S. No.	Promoters Name	No of Shares	% of Total Shares					
1.	Jay Prakash Gupta	-	0	-6.84%				
2.	Jay Prakash Gupta (HUF)	-	0	-65.05%				
3.	Neena Gupta	-	0	-2.74%				

Note V			
Other Equity			
Particulars	As at 31 March, 2022		As at 31 March, 2021
	Amount (Rs)		Amount (Rs)
I Other Reserves :			
(a) Capital reserve	1500000		1500000
(b) Capital redemption reserve	0		0
(c) Securities premium	0		0
(d) Debenture redemption reserve	0		0
(e) Revaluation reserve	0		0
(f) Share options outstanding account	0		0
(g) General reserve	0		0
(h) Other reserves	0		0
II Retained Earning :			
(i) Surplus in Statement of Profit and Loss			
Opening balance	-5297683		-5315631
Add: Profit / (Loss) for the year	200128		147732
Amounts transferred from:			
General reserve	0		0
Other reserves	0		0
Less: dividend paid			0
Tax on dividend	0		0
Additional Income Tax	0		129784
Transferred to:			
General reserve	0		0
Capital redemption reserve	0		0
Debenture redemption reserve	0		0
	Sub-total (i)	-5097556	-5297683
	Total (a to i)	-3597556	-3797683

ii. Reserves specifically represented by earmarked investments	0		0
Particulars	As at 31 March, 2022		As at 31 March, 2021
	Amount (Rs)		Amount (Rs)
Note VI			
Provisions			
Provisions for employee benefits			
Others Provision	400341		400341
(Provision for Payment of old dues with respect to Listing Fees of Calcutta Stock Exchanges Limited and Closed Stock Exchanges)			
	400341		400341
Note VII			
Deferred tax liabilities (Net)			
Opening Balance	8050		10008
During The Year	0		0
Adjustment During The Year	-6231		-1958
	1819		8050
Note VIII			
Borrowings			
(a) Loans repayable on Demand			
(i) from Banks	0		0
(ii) from others Parties	0		0
(b) Loans from related parties	0		0
(Unsecured Interest Free Loan from Director)	0		2000000
(c) Deposits	0		0
(d) others loans	0		0
(e) Current Maturity of Long Term Borrowings	0		0
	0		2000000
Note IX			
Current Provisions			
Provision for employee benefits			
other provisions			
Provision for Audit Fees	45000		50000
Provision for Internal Audit and Secretarial Audit	36000		25000
Provision for Income Tax	0		0
TDS Payable	0		0
	81000		75000
Particulars	for the year ended on 31.3.2022		for the year ended on 31.3.2021
	Amounts (Rs.)		Amounts (Rs.)
Note : X			
Sales	8381068		6343800
(Sales of Gold)			
	8381068		6343800

Note : XI			
Changes in inventories of finished goods work-in-progress and Stock-in-Trade			
Opening Stock	37797966		35413565
Less Closing Stock	36312301		37797966
	1485665		-2384401
Note : XII			
Employee Benefit Expenses			
Salary	483000		534000
Remuneration to Directors	0		150000
	483000		684000
Note : XIII			
Bank Charges	2822		2797
Conveyance	0		3950
Electricity Exp	12210		6870
Listing Fees	300000		1036000
Fees , Subscription & Publication	164334		107420
Professional Charges	765000		180625
GST Exp	9640		0
Advertisement, Printing & Stationary	52100		58560
Remuneration to auditors	50000		50000
Internal Audit & Secretarial Fees	40000		25000
Telephone Exp	7773		7682
AGM/Misc Exp.	19400		19880
	1423279		1498784

Gaurav Surendra Gupta & Associates
Chartered Accountants
Firm Regn . No. 032345N

Sd/-

Gaurav Gupta

Partner

Membership No. 524688

Place : New Delhi

Date : 23.05.2022

UDIN:- 22524688AJKFJA1988

Sd/-

Varsha Joshi

Company
Secretary

M.No35141

Sd/-

(J. P. Gupta)

Chairman & Managing
Director

DIN 00253529

Sd/-

(Neena Gupta)

Director & CFO

DIN 00253592

NOTE NO. XIV

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

1. **CORPORATE INFORMATION :** - Mewat Zinc Limited ('the Company') is a company engaged in Trading of Metal and Non Metal. The Company is a public limited company incorporated in India with its registered office at 1/24, Bansi House, Asaf Ali Road, New Delhi 110002 bearing CIN L27204DL1991PLC046120. The financial statements for the year ended 31st March, 2022 have been approved by the Board of Directors and authorized for issue on 15th May 2022.
2. Previous year's figures have been re-grouped/re-casted wherever considered necessary.
3. The directors of the company have foregone their sitting fee for attending meeting of Board of Directors.
4. In Terms of Indian Accounting Standard 12-"Income Taxes", The Company has determined the net deferred tax assets as on 31.03.2022 and the same has been recognized.
5. The disclosures required under Indian Accounting Standard 19 "Employee Benefits":- The Company has not contributed any Employee Benefit plan (Neither Provident Fund nor Gratuity Fund) as it was not applicable.
6. Office Rent:- The Managing directors of the company have foregone there rent of the Registered office of the Company.
7. Payment to Auditor

	2021-2022	2020-2021
Audit Fees	50,000/-	50,000/-

8. Disclosure under Indian Accounting Standard- 24 "Related Party Disclosures" issued by The Institute of Chartered Accountants of India:-

A. List of Related Parties

Key Managerial Personnel (KMP):

Jai Prakash Gupta	(Managing Director)
Neena Gupta	(CFO & Director)
Neeraj Sobti (Till 29.06.2021)	(Director)
Virender Goel	(Director)
Ashok Agarwal	(Director)
Purnima Aggarwal	(Director)
Varsha Joshi	(Company Secretary)
Companies/Entities in which KMP:	NIL

exercise Significant influence

B. Transactions with Related Parties

Particulars	2021-2022	2020-2021
Managerial Remuneration paid to Jai Prakash Gupta	0.00	1,50,000
Managerial Remuneration Paid to Neena Gupta	0.00	0.00
Total Managerial Remuneration	0.00	1,50,000

C. Balances Outstanding at year end-

Particulars	As at 31st March, 2022	As at 31st March, 2021
Managerial Remuneration Payable to Jai Prakash Gupta	Nil	Nil
Managerial Remuneration Payable to Neena Gupta	Nil	Nil

Other Payable to any KMP

Nil

Nil

Total outstanding at year End

Nil

Nil

The above related party information have been disclosed to the extent such parties have been identified by the management on the basis of information available. This has been relied upon by the auditors.

9. Contingent Liabilities

Particulars	As at 31st March, 2022	As at 31st March,2021
(i) Pending Case of Corporation Tax, TDS,GST& Others	Nil	Nil
(iii) Liability for Deposit	Nil	Nil

As on 31.03.2022 The Company has no demand / claimed Liability.

10. Foreign Currency Transactions: Nil
11. Property Plant and Equipment's: The Company has no item in Property Plant and Equipment's.
12. Capital Work in progress: The Company has no item in Capital Work in progress
13. Intangible Assets under Development: The Company has Nil Intangible Assets under Development.
14. The Company has no other non-current assets.
15. Inventory: Inventory Stock in trade valued at Cost or Net Realisable Value whichever is less by FIFO Method.
16. Trade Receivable: The Company has Nil Trade Receivable.
17. Trade Payable: The Company has Nil Trade Payable
18. Borrowing from Bank & Financial Institutions: The Company has Nil Borrowing from Bank & Financial Institutions
19. Share Application / Share Capital: During the year The Company has not received Share Application money or increase Share Capital.
20. Loan and advance to Directors or KMP: The Company has not given any loan to Director or KMP.
21. Benami Property: The Company has not any Benami Property.
22. Willful defaulter: The Company is not default in any payment and not a Willful defaulter.
23. Relationship with Struck off Companies:

Name of struck off Company	Nature of transactions with struck off Company	Balance outstanding	Relationship with the Struck off company, if any, to be disclosed
N.A	Investments in securities	Nil	N.A
N.A	Receivables	Nil	N.A
N.A	Payables	Nil	N.A
N.A	Shares held by struck off company	Nil	N.A
N.A	Other outstanding balances (to be specified)	Nil	N.A

24. Registration of charges or satisfaction with Registrar of Companies (ROC):Nil
25. Compliance with number of layers of companies: The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017
26. Compliance with approved Scheme(s) of Arrangements:There is no Scheme of Arrangements has been

approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013

27. Utilization of Borrowed funds and share premium:
 (a) The Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities.
 (b) The Company has not received any fund from any person(s) or entity(ies), including foreign entities.
28. Grants or donations received: Nil
29. Undisclosed income: Nil
30. Corporate Social Responsibility (CSR): The Company is not covered under section 135 of the Companies Act.
31. Details of Crypto Currency or Virtual Currency: The Company has not traded nor invested in Crypto currency or Virtual Currency during the financial year.
32. Operating Segment: - The company is primarily engaged in the activities of Trading. Since all activities are related to one segment, there is no other operating segment as per the IndAS 108 "Operating Segments".
33. Quantitative details

PARTICULARS	YEAR ENDED 31-03-2022			YEAR ENDED 31-03-2021		
	UNIT	QTY	VALUE	UNIT	QTY	VALUE
A OPENING STOCK						
NON-FERROUS METAL (GOLD) OTHER ITEMS	KG Nos.	11.000 NIL	35413565 NIL	KG Nos.	11.000 NIL	35413565 NIL
B SALE						
NON-FERROUS METAL (GOLD) OTHER ITEMS	KG Nos.	1.750 NIL	8381068 NIL	KG Nos.	1.200 NIL	6343800 NIL
C PURCHASES						
NON-FERROUS METAL (GOLD) OTHER ITEMS	KG Nos.	1.000 NIL	4713996 NIL	KG Nos.	1.200 NIL	6345780 NIL
D CLOSING STOCK						
NON-FERROUS METAL (GOLD) OTHER ITEMS	KG Nos.	10.250 NIL	36312301 NIL	KG Nos.	11.000 NIL	37797966 NIL

34. Earnings per Share

	2021-2022	2020-2021
Basic		
Net Profit after deferred tax	200128	147732
Weighted average No. of fully paid up equity shares outstanding during the year	40,00,000	40,00,000
Earning Per Shares	0.05	0.04
Diluted		
Net Profit after deferred tax	200128	147732
Weighted average No. of fully paid up equity shares outstanding during the year	40,00,000	40,00,000
Earning Per Shares	0.05	0.04

35. Financial Instruments and Related Disclosures

A. Capital Management

The Company's capital management objective is to ensure that a sound capital base is maintained to support long term business growth and optimize shareholders value. Capital includes equity share capital and other equity reserves. The Company's operations are funded primarily through internal accruals and secondary through issue of share capital.

A. Categories of Financial Instruments

Amount in`

Particulars	Note	As at 31st March, 2022	As at 31st March, 2021
Financial Assets			
Measured at amortized cost			
(i) Trade receivables		0	0
(ii) Cash and cash equivalents	II	210659	501411
(iii) Inventory	I	36312301	37797966
(iv)Others	III	362644	386331
Total Financial Assets		36885605	38685708
Financial Liabilities			
Measured at amortized cost			
(i) Borrowings	VIII	0	2000000
(ii) Trade payables		0	0
(iii) Other financial liabilities	VI&IX	481341	475341
Total Financial Liabilities		481341	2475341

Fair value hierarchy

Amount in`

Particulars	As at 31st March, 2022	As at 31st March, 2021
I Financial Assets / Financial Liabilities at amortized cost		
- Total Financial Assets	36885605	38685708
- Total Financial Liabilities	481341	2475341
The carrying amount of financial assets and financial liabilities measured at amortized cost are a reasonable approximation of their fair values.		
II Financial assets at fair value through profit & loss	Nil	Nil
III Financial assets at fair value through other comprehensive income	Nil	Nil

The Company determines the fair value of its financial instruments on the basis of the following hierarchy: Level 1, Level 2 & Level 3:

The company does not have any investment in shares, mutual fund and bond etc.

The fair value of trade receivables, trade payables and other current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature.

B. Financial Risk Management objectives

(i) Liquidity Risk

Liquidity risk refers to risk that the Company may encounter difficulties in meeting its obligations associated with financial liabilities that are settled in cash or other financial assets. The Company regularly monitors the rolling forecasts to ensure that sufficient liquidity is maintained on an ongoing basis to meet operational needs. The Company manages the liquidity risk by planning the investments in deposit with banks in a manner such that the desired quantum of funds could be made available to meet any of the business requirements within a reasonable period of time.

(ii) Credit Risk

Credit risk refers to risk of financial loss to the Company if a customer or a counterparty fails to meet its contractual obligations. The Company has following categories of financial assets that are subject to credit risk evaluation.

Investments

The Company has made investments in deposit with banks. Funds are invested in accordance with the Company's established Investment policy that includes parameters of safety and liquidity. The company does not expect any significant risk of default except as provided in the financial statements.

Trade Receivables

Credit risk arising from trade receivables is managed in accordance with the Company's established policy with regard to credit limits, control and approval procedures. The Company provides for expected credit losses on trade receivables based on a simplified approach as per Ind AS 109. The Company's historical experience of collecting receivable indicate that credit risk is low, consequently trade receivables are considered to be a single class of financial assets. There is no overdue customer balance. Loss, allowances and impairment is recognized where considered appropriate by the management.

Other Financial Assets

Other financial assets include Deferred Expenses, Balances with GST and Income Tax etc. Based on historical experience and credit profiles of counterparties, the Company does not expect any significant risk of default. The Company's maximum exposure to credit risk for each of the above categories of financial assets is their carrying values as at the reporting dates.

(iii) Market Risk Interest Rate Risk

Interest rate risk refers to risk that the fair value of future cash flows of a financial instrument may fluctuate because of changes in market interest rates. The Company is not exposed to any significant interest rate risk as its investments are in deposit with banks. The company borrows money mainly from directors and other related parties on interest less than or equal to market rate.

Price Risk

Price risk refers to risk that the fair value of a financial instrument may fluctuate because of the change in the market price. The Company is exposed to the price risk mainly from investment in deposit with banks which is not exposed to significant price risk.

Foreign Currency Risk

Foreign currency risk refers to risk that the fair value of future cash flows of an exposure may fluctuate due to change in the foreign exchange rates. The Company is exposed to foreign currency risk arising out of transactions in foreign currency. Foreign exchange risks are managed in accordance with Company's established policy for foreign exchange management. The impact of strengthening/weakening of foreign currencies on the outstanding exposure at the year-end is not significant. During the Year company does not have any Foreign Currency Transaction.

Impact of COVID-19

World Health Organization (WHO) declared outbreak of Coronavirus Disease (COVID -19) a global pandemic on 11th March 2020. Coronavirus Disease (COVID -19) has slightly impacted the business activity of Company

36. SIGNIFICANT ACCOUNTING POLICIES**i. Statement of Compliance**

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015, read with Section 133 of the Companies Act 2013 ("the Act") with effect from 1st April, 2016.

The Financial Statements for the year ended 31st March, 2022 have been prepared in accordance with the Ind AS issued and effective as at the reporting date. Previous periods have been restated in line with Ind AS.

ii. Basis of Preparation of Financial Statements:

The financial statements have been prepared and presented on the basis of going concern under the historical cost convention on an accrual basis except for certain financial instruments which are measured at fair value at the end of each reported period as explained in other accounting policies. The assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

Company's financial statements are presented in Indian Rupees which is also its functional currency.

iii. Use of Estimates and Judgment

The preparation of financial statements requires to exercise, judgment and estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. These estimates and underlying assumptions are reviewed on a periodic basis. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

The areas involving significant estimates and judgment include determination of useful life of property, plant and equipment and measurement of defined benefit obligations.

iv. Financial Instruments

A financial instrument in any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity.

Financial Assets:

(a) Initial Recognition and Measurement:

On initial recognition, a financial asset is recognized at fair value. In case of financial asset which are recognized at fair value through profit and loss (FVTPL), its transaction cost are recognized in the Statement of Profit and Loss, while in other cases the transaction cost are attributed to the acquisition value of the financial asset.

(b) Subsequent Measurement:

Financial Assets are subsequently classified as measured at (i) Amortised cost, (ii) Fair value through Profit and Loss (FVTPL) & (iii) Fair Value through Other Comprehensive Income (FVOCI).

Financial Assets are not reclassified subsequent to their recognition, except in the period when the Company changes its business model for managing the financial assets.

Financial Assets at Amortised Cost

Financial assets are subsequently measured at amortized cost, if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial Assets at Fair Value through other Comprehensive Income

Financial assets are measured at fair value through other comprehensive income, if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial Assets at Fair Value through Profit and Loss

Financial assets are measured at fair value through Profit and Loss unless it is measured at amortized cost or at FVOCI on initial recognition.

Cash and Cash Equivalents

Cash and Cash Equivalents comprise cash on hand and balance with banks which are subject to insignificant risk of changes in value.

(c) Derecognition:

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the contractual right to receive the cash flows from the assets.

Financial Liabilities:

(a) Initial Recognition and Measurement

On initial recognition all financial liabilities are recognized at fair value and in case of loans and borrowings, net of directly attributable transaction costs.

(b) Subsequent Measurement:

Financial liabilities are subsequently classified as measured at amortized cost or fair value through Profit and Loss. Financial liabilities are measured at amortized cost using the effective interest rate (EIR) method. Financial liabilities carried at fair value through profit and loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

(c) Derecognition:

The company derecognizes a financial liability when the obligation under the liability is discharged or cancelled or expires.

v. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/(loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

vi. Property, Plant & Equipment:

Property, plant & equipment are stated at cost and net of recoverable taxes less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses.

The carrying amount of assets are reviewed at balance sheet date to determine, if there is any indication of impairment based on external/internal factors.

Upon first time adoption of Ind AS, the company has elected to measure all its Property, Plant and Equipment at the Indian GAAP carrying amount as its deemed cost on the date of transition to Ind AS, i.e. 1st April, 2016.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the assets and are recognized in the Statement of Profit and loss when the asset is derecognized.

vii. Intangible Assets

Intangible assets are stated at cost of acquisition and net of recoverable taxes less accumulated amortization.

viii. Depreciation

Depreciation on property, plant and equipment is being provided on the straight line method as per useful life of the assets specified in schedule-II to the Companies Act, 2013. Depreciation on property, plant and equipment individually costing Rupees Five thousand or less is provided @ 100%. Depreciation on additions / deductions is provided on pro-rata basis.

In case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

The useful life of property, plant & equipment are as follows –

Office Equipment	5 Years
Furniture & Fixtures and Vehicles	8 Years
Computers	3 Years
Books	15 Years
Air conditioners, D.G. Set, Electrical Equipment and Electrical Installation	10 Years

ix. Inventories

Course material is valued at lower of cost (FIFO basis) and net realizable value. Cost is determined by including material cost, and other expenditure directly attributable to its acquisition. Work in progress is valued at lower of estimated cost and net realizable value. Course material in transit is valued at cost.

x. Revenue Recognition**(a) Interest Income:**

Interest income is recognized on a time proportion basis taken into account the amount outstanding and the rate applicable.

xi. Taxes on Income

Income tax expense comprises of Current Tax and Deferred Tax. It is recognized in the Statement of Profit & Loss except to the extent it relates to an item which is recognized directly in Equity or in Other Comprehensive Income, in which case, the same are recognized therein.

Current tax is ascertained on the basis of taxable income computed in accordance with provisions of the Income-tax Act, 1961. The deferred tax for timing difference between the book income and taxable income for the year is accounted using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred tax assets arising from the timing difference are recognized to the extent there is reasonable certainty that sufficient future taxable income will be available.

xii. Foreign Currency Transactions:

Transactions of purchases, expenditure and income in foreign currency are accounted for at the rate of exchange prevailing on the date of receipt of invoice and/or other relevant documents and the difference between this amount and the actual amount paid is charged to the Statement of Profit and Loss. Current liabilities and assets are translated at the

year-end rate and the difference is charged to the Statement of Profit and Loss. There are no foreign currency transactions during year.

xiii. Provisions and Contingent Liabilities/Assets:

A provision is recognized when there is a present obligation as a result of past event and it is probable that an outflow of a resource will be required to settle the obligation in respect of which a reliable estimate can be made. Contingent liabilities are disclosed after an evaluation of the fact and legal aspects of the matter involved. Contingent assets are not recognized but disclosed by way of a brief description when an inflow of benefit is probable and if estimate of its financial effect is practicable. The provisions, contingent liability and assets are reviewed at each balance sheet date.

xiv. Employees Benefits: Defined Contribution Plan

Company's contribution paid/payable during the year to employees provident fund, family pension fund and ESIC are recognised in the statement of Profit and Loss.

Liability on account of encashment of leaves to employees, considered as short term compensated expense, is provided at year end in the statement of Profit and Loss and is paid in subsequent year.

Defined Benefit Plan

Post employment long term employee benefit in form of gratuity are considered as defined benefit plan and is provided in accounts as determined on Actuarial basis using the Projected Unit Credit Method at the balance sheet date. Service Cost (Both Current and Past) and Net Interest Expenses or Income is recognized as expenses in the Statement of Profit and Loss.

Any difference between the interest income on plan assets and the return actually achieved and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustment within the plans are recognized immediately in Other Comprehensive Income and subsequently not reclassified to the Statement of Profit and Loss.

The Retirement Benefit Obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation reduced by the Fair Value of the Plan Assets.

xv. Leases:

Assets taken on lease under which lessor effectively retains all significant risks and rewards of ownership have been classified as operating lease. Lease payments made under operating lease are recognized as expense in the Statement of Profit & Loss on straight line basis over the primary term of the lease as mentioned in the lease agreement.

xvi. Impairment:

Financial Assets (Other than at Fair Value):

The company assesses at each balance sheet date whether a financial assets or a group of financial assets is impaired in compliance of Ind AS 109

Non Financial Assets:

If internal/external indication suggest that an asset of the company may be impaired, the recoverable amount of the asset is determined on the balance sheet date and if it is less than its carrying amount, the carrying amount of asset is reduced to the said recoverable amount. The recoverable amount is measured as the higher of the fair value less cost of disposal and value of use of such asset which is determined by the present value of the estimated future cash flows.

Assessment is also done at each balance sheet date as to whether there is any indication that the impairment loss recognized in prior period may no longer exist or may be decreased, a reversal of an impairment loss for an asset is recognized in the Statement of Profit and Loss.

xvii. Earnings per Share:

Basic earnings per share is computed by dividing the net profits for the year attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

37. Analytical ratios::

- a. Current Ratio = Current Assets / Current Liability = 36885605/81000 = 455.38
- b. Debt – Equity Ratio = Total Debt/ Shareholder Equity = Nil/36402444 = Nil
- c. Debt Service Coverage ratio = Earning Available for debt service/ debt service = 200128/ Nil
- d. Return on Equity = (Net Profit after tax-Preference dividend)/ Average Shareholders Equity = 200128/ 4000000 = 0.05
- e. Inventory Turnover Ratio = Cost of Goods Sold/ Average Inventory = 6199661/ 37055133 = 0.167
- f. Trade Receivable Turnover ratio = Net Credit Sales / Avg Account receivable = 8381068 / Nil
- g. Trade Payable Turnover ratio = Net Credit Purchase / Avg Trade Payable = 4713996/ Nil
- h. Net Capital Turnover ratio= Net Sales / Working Capital = 8381068/ 36804605 = 0.2277
- i. Net Profit Ratio = Net Profit / Net Sales = 200128/ 8381068 =0.0238
- j. Return on Capital Employed = Earning before interest and Taxes / Capital Employed = 275128/36404263 = 0.0103
- k. Return on Investment = $\{MV(T1)-MV(T0)-SUM[C(t)]\} / \{MV(T0) +SUM[W(t)*C(t)]\} = \{9.1-9.05-0\} / \{9.05+0\} = 0.05/9.05 = 0.0055$

where,

T1 = End of time period

T0 = Beginning of time period

t = Specific date falling between T1 and T0

MV(T1) = Market Value at T1

MV(T0) = Market Value at T0

C(t) = Cash inflow, cash outflow on specific date

W(t) = Weight of the net cash flow (i.e. either net inflow or net outflow) on day 't', calculated as $[T1 - t] / T1$

Gaurav Surendra Gupta & Associates

Chartered Accountants

Firm Regn . No. 032345N

Sd/-

Sd/-

Sd/-

Sd/-

Gaurav Gupta

Varsha Joshi

(J. P. Gupta)

(Neena Gupta)

Partner

Company
Secretary

Chairman & Managing
Director

Director & CFO

Membership No. 524688

M.No35141

DIN 00253529

DIN 00253592

Place : New Delhi

Date : 23.05.2022

UDIN:- 22524688AJKFJA1988

If undelivered, please return to :

Mewat Zinc Limited

S. No. 4873/5 SF Phatak

Namak Hauz Qazi Delhi

Central Delhi DL 110006 IN